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**16 January 2023**

**Online lodgement**

The Manager  
Market Announcements Office  
ASX Limited  
Central Park  
Level 152-158 St Georges Terrace  
Perth WA 6000

**FOR IMMEDIATE RELEASE TO THE MARKET**

Dear Sir/Madam

**Takeover bid by Catalyst Metals Limited for Vango Mining Limited — despatch of Bidder's Statement**

We act for Catalyst Metals Limited (ACN 118 912 495) (**Catalyst**).

Pursuant to item 8 of subsection 633(1) of the *Corporations Act 2001* (Cth), we give notice that Catalyst has today completed despatch of its bidder's statement (which contains the offer) in relation to Catalyst's off-market takeover bid for all of the ordinary shares in Vango Mining Limited (ACN 108 737 711).

Yours faithfully

A handwritten signature in blue ink, appearing to read 'Justin Mannolini'.

**Justin Mannolini**  
Partner  
T +61 8 9413 8491  
jmannolini@gtlaw.com.au

A handwritten signature in blue ink, appearing to read 'Simon Rear'.

**Simon Rear**  
Partner  
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This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your legal, financial, tax or other professional adviser immediately.

# Bidder's Statement

## Recommended Offer

by

**Catalyst Metals Limited** ABN 54 118 912 495

to acquire all of your shares in

**Vango Mining Limited** ABN 68 108 737 711

for 5 Catalyst Shares for every 115 Vango Shares you hold.

## ACCEPT NOW

**The Vango Directors unanimously recommend that Vango Shareholders accept the Offer, in the absence of a superior proposal.**

If you have any questions in relation to the Offer, please contact Catalyst on +61 8 6107 5878 or at [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au).



Financial adviser



Legal adviser

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## Contents

## Page

Important Notices	1
Key dates and contacts	3
Letter to Vango Shareholders	4
Reasons why you should ACCEPT the Offer	6
1 Summary of the Offer	11
2 Information on Catalyst	15
3 Information on Catalyst's securities	24
4 Information on Vango	27
5 Information on Vango's securities	33
6 Intentions of Catalyst	37
7 Profile of the Combined Group	41
8 Risk factors	49
9 Tax considerations	60
10 Additional information	67
11 Terms and Conditions of the Offer	82
12 Definitions and interpretation	94
13 Approval of Bidder's Statement	101
Company directory	102
Attachment A Catalyst's Mineral Resources and Ore Reserves	103
Attachment B Vango's Mineral Resources	104
Attachment C Combined Group Mineral Resources and Ore Reserves	105

## Important Notices

### Bidder's Statement

This document is a Bidder's Statement issued by Catalyst Metals Limited ABN 54 118 912 495 (**Catalyst**) under Part 6.5 of the Corporations Act dated 10 January 2023 and includes an Offer to acquire all Vango Shares. The Bidder's Statement is an important document and you should read it in its entirety.

### ASIC

A copy of this Bidder's Statement was lodged with ASIC on 10 January 2023. Neither ASIC nor its officers takes any responsibility for the content of this Bidder's Statement.

### Investment decisions

In preparing this Bidder's Statement, Catalyst has not taken into account the individual objectives, financial situation or needs of individual Vango Shareholders. The information contained in this Bidder's Statement is not financial product advice and does not take into account the investment objectives, financial situation or particular needs (including financial and tax issues) of any prospective investor.

It is important that you read this Bidder's Statement carefully and in its entirety before deciding whether to accept the Offer and become a shareholder of Catalyst. In particular, in considering the prospects of the Combined Group, you should consider the risk factors that could affect the performance of the Combined Group. You should carefully consider these risks in light of your investment objectives, financial situation and particular needs (including financial and tax issues) and seek professional guidance from your stockbroker, solicitor, accountant, financial adviser or other independent professional adviser before deciding whether to accept the Offer. Some of the key risk factors that should be considered by prospective investors are set out in section 8 of this Bidder's Statement. There may be risk factors in addition to these that should be considered in light of your personal circumstances.

No person named in this Bidder's Statement, nor any other person, guarantees the performance of Catalyst, the repayment of capital by Catalyst or the payment of a return on the Catalyst Shares.

### Disclaimer as to forward looking statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward looking statements, which are statements that may be identified by words such as "may", "will", "would", "should", "could", "believes", "estimates", "expects", "intends", "plans", "anticipates", "predicts", "outlook", "forecasts", "guidance" and other similar words that involve risks and uncertainties. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which members of the Vango Group and Catalyst Group operate as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may

differ materially from the events or results expressed or implied in any forward looking statement. None of Catalyst, its Related Bodies Corporate or any of the officers or employees of any of them, nor any persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

### Statements of past performance

This Bidder's Statement includes information regarding the past performance of Catalyst and Vango. Investors should be aware that past performance should not be relied on as being indicative of future performance.

### Information on Vango

The information on Vango, Vango's securities and the Vango Group contained in this Bidder's Statement has been prepared by Catalyst using publicly available information and limited information made available by Vango to Catalyst.

The information in this Bidder's Statement concerning Vango and the assets and liabilities, financial position and performance, profits and losses and prospects of the Vango Group, has not been independently verified by Catalyst. Accordingly, Catalyst does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Further information relating to Vango's business may be included in Vango's Target's Statement (once available) which Vango must provide to its shareholders in response to this Bidder's Statement.

### Foreign jurisdictions

Vango Shareholders should note that the consideration under the Offer is Catalyst Shares, which are shares in an Australian public company listed on ASX. This Bidder's Statement and Offer have been prepared having regard to Australian disclosure requirements which may be different from those applicable in order jurisdiction.

Vango Shareholders whose addresses in Vango's registers of securityholders are not in Australia or New Zealand will not be entitled to receive Catalyst Shares on acceptance of the Offer (unless Catalyst determines otherwise). Ineligible Foreign Shareholders who accept the Offer will have their Vango Shares sold by the Nominee with the net proceeds returned in cash calculated in accordance with section 11.7 of this Bidder's Statement.

The distribution of this Bidder's Statement in jurisdictions outside Australia may be restricted by law, and persons who come into possession of it should observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws.

This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer.

No action has been taken to register or qualify Catalyst or to otherwise permit a public offering of Catalyst Shares outside Australia. Catalyst Shares have not been, and will not be, registered under the United States Securities Act of 1933 (Securities Act) or the securities laws of any US state or other jurisdiction, and may not be offered or sold in the United States, except in a transaction exempt from, or not subject to, the registration requirements of the Securities Act and applicable United States state securities laws.

If you are not an Australian resident taxpayer or are liable for tax outside Australia, you should seek specific tax advice in relation to the Australian and overseas tax consequences of accepting the Offer.

### **New Zealand**

This Bidder's Statement is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other relevant New Zealand law. The offer of Catalyst Shares under the Offer is being made to existing Vango Shareholders in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021, and, accordingly, this Bidder's Statement may not contain all the information that a disclosure document is required to contain under New Zealand law.

### **Privacy**

Catalyst has collected your information from the Vango register of shareholders for the purpose of making this Offer and, if accepted, administering acceptances of the Offer in respect of Your Shares in Vango. By completing an Acceptance Form, you will also be providing personal information to Catalyst through the Share Registry, which is contracted by Catalyst to manage Acceptance Forms. Catalyst, and the Share Registry on its behalf, and their agents and service providers may collect, hold, disclose and use that personal information to process your application, service your needs as a shareholder of Catalyst, provide facilities and services that you request and carry out appropriate administration, and for other purposes related to your investment in Catalyst.

Once you become a shareholder of Catalyst, the Corporations Act and Australian taxation legislation require information about you (including your name, address and details of the shares you hold in Catalyst) to be held in a public register. Your information may also be disclosed on a confidential basis to Related Bodies Corporate and external service providers of Catalyst and the Share Registry, to market research companies for analysing Catalyst's shareholder base, and to regulators such as ASIC.

### **Websites**

Both Catalyst and Vango maintain a website. The Catalyst website is [www.catalystmetals.com.au](http://www.catalystmetals.com.au). The Vango website is at [www.vangomining.com](http://www.vangomining.com).

Information contained in or otherwise accessible through these websites is not part of this Bidder's Statement. All references to this website in this Bidder's Statement are for information purposes only.

### **Effect of rounding**

Figures, amounts, percentages, prices, estimates, calculations of value and fractions in this Bidder's Statement may be subject to the effect of rounding. Accordingly, the actual figures may vary from those included in this Bidder's Statement.

### **Currencies**

In this Bidder's Statement, references to "Australian dollars", "AUD", "\$", "A\$" or "cents" are to the lawful currency of Australia.

This Bidder's Statement may contain conversions of relevant currencies to other currencies for convenience. These conversions should not be construed as representations that the relevant currency could be converted into the other currency at the rate used or at any other rate. Conversions that have been calculated at the date of this Bidder's Statement (or any other relevant date) may not correspond to the amounts shown in the historic or future financial statements of the Catalyst Group or the Vango Group in respect of which different exchange rates may have been, or may be, used.

### **Maps and diagrams**

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

### **Time**

All references to time in this Bidder's Statement are to Perth time unless stated otherwise.

### **Defined terms**

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

Unless the context requires otherwise, references in this document to "this Bidder's Statement", "the date of this Bidder's Statement" or similar expressions are references to this Bidder's Statement dated 10 January 2023.

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## Key dates and contacts

### Key dates

Announcement Date	10 January 2023
Bidder's Statement lodged with ASIC and ASX	10 January 2023
Date of Offer	16 January 2023
Date for notice on the status of Conditions	10 February 2023
Offer closes (unless extended or withdrawn)	5.00pm (Perth time) on 20 February 2023

These dates may change as permitted under the Corporations Act. Any changes to the above timetable will be notified on Catalyst's website at [www.catalystmetals.com.au](http://www.catalystmetals.com.au).

### Key contacts

#### Share Registry

Automic Group  
Level 5  
191 St Georges Terrace  
Perth WA 6000  
Telephone: 1300 288 664  
+61 2 9698 5414  
Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

#### Catalyst contact information

Telephone: +61 8 6107 5878  
Between 8.30am and 5.00pm (Perth time)  
Monday to Friday  
Email: [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au)

## Letter to Vango Shareholders



### Dear Vango Shareholder

On behalf of the Catalyst Board, I am pleased to present you with this Bidder's Statement which details Catalyst's Offer to acquire all of your Vango Shares.

### Offer Overview

Under the Offer, Vango Shareholders will be entitled to receive 5 Catalyst Shares for every 115 Vango Shares held on the Register Date.

Based on Catalyst's last closing price on 6 January 2023 of \$1.205,<sup>1</sup> the implied value of the Offer consideration is approximately \$66.0 million or \$0.052 per Vango Share, representing an attractive premium of:<sup>2</sup>

- 19.1% to the closing price of Vango Shares of \$0.044 on 6 January 2023;
- 30.2% to the 5-day VWAP of Vango Shares of \$0.040; and
- 33.5% to the 30-day VWAP of Vango Shares of \$0.039.

On successful completion of the Offer, Vango Shareholders will hold approximately 35.7% of the Combined Group,<sup>3</sup> enabling you to have ongoing exposure to Vango's assets as well as full exposure to the benefits of becoming a shareholder in a larger, financially stronger and more diversified gold mining and exploration company.

### Offer Rationale

The combination of Catalyst and Vango is a logical combination to create a leading, strategic high grade, gold mining and exploration company in Australia. The tenement holdings of both companies are all high-grade, highly prospective in terms of exploration and future development potential and strategically located in three significant Australian gold belts.

Upon completion of the Offer, the Combined Group will control three high grade, highly prospective and strategic gold belts in Australia:

- In Victoria, a large, contiguous dominant tenement package covering 75 kilometres of strike length immediately north of the proven +22Moz Bendigo Goldfields and near Agnico Eagle's high grade Fosterville gold mine.
- In Tasmania, a strategic tenement package covering 25 kilometres of strike length of the under explored Henty fault and the Henty Gold Mine which has produced 1.4Moz of gold at a head grade of 8.9 g/t gold.
- In Western Australia, the strategic high-grade Marymia Gold Project which has an existing resource base of 1Moz and considerable exploration upside potential. This includes +40 kilometres of underexplored strike along the world-class Marymia-Plutonic Gold Belt.

<sup>1</sup> Being the last trading day in Catalyst Shares and Vango Shares before the announcement of discussions between Catalyst and Vango on 9 January 2023.

<sup>2</sup> VWAPs are for the period to and including 6 January 2023 (being the last trading day of Catalyst Shares and Vango Shares before the announcement of discussions between Catalyst and Vango on 9 January 2023).

<sup>3</sup> Assuming Catalyst acquires 100% of Vango pursuant to the Offer and no Catalyst Shares are issued other than under the Offer.



The Offer is consistent with Catalyst's strategy to control high grade gold belts in Australia, with Vango's highly prospective Marymia Gold Project having +40 kilometres of underexplored strike along the world-class Marymia-Plutonic Gold Belt in Western Australia.

In addition, the Offer, if successful, will enable Catalyst's leading exploration expertise and operational cashflow from its high-grade Henty Gold Mine to be leveraged to reinvigorate exploration across Vango's highly prospective and strategic tenement package which has an existing resource of 1Moz at 3.3 g/t and is located immediately adjacent to the underutilised Plutonic gold mine.

### Vango Director and Shareholder Support for the Offer

The Offer has been unanimously recommended by the Vango Board who also intend to accept the Offer for all the Vango Shares they own or control (representing 36.5% of all Vango Shares<sup>4</sup>), in the absence of a superior proposal.

In addition, two of Vango's largest shareholders, Zhenzhu (Carol) Zhang and Yan Chao (Hunter) Guo, have entered into Pre-Bid Acceptance Deeds with Catalyst under which they have agreed to accept the Offer in respect of 252 million Vango Shares (representing 19.99% of all Vango Shares).

Vango Shareholders who collectively own or control a further 670 million Vango Shares (representing 53% of all Vango Shares) have also stated they presently intend to accept, or procure the acceptance of, the Offer for all of those Vango Shares, in the absence of a superior proposal.<sup>5</sup>

Collectively, the Vango Directors and Vango Shareholders who have either agreed, or indicated an intention, to accept the Offer control a total of 73% of the Vango Shares on issue, indicating overwhelming support for Catalyst's Offer, in the absence of a superior proposal.

Catalyst has also entered into a binding term sheet with Collins St Value Fund to exchange the existing Vango Notes for new convertible notes in Catalyst, conditional on Catalyst acquiring 100% of the ordinary shares of Vango. See section 5.2(c) for further details.

### Next Steps and How to Accept


Detailed information about the Offer is set out in this Bidder's Statement. I encourage you to carefully read this Bidder's Statement in its entirety and consider the merits of this Offer as we have presented them.

I strongly encourage you to **ACCEPT** the Offer as soon as possible. The Offer is open until 5.00pm (Perth time) on 20 February 2023, unless extended.

To accept the Offer, you must follow the instructions in the accompanying Acceptance Form.

If you have any questions in relation to the Offer, please contact Catalyst on +61 8 6107 5878 or at [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au) between 8.30am and 5.00pm (Perth time), Monday to Friday.

I look forward to receiving your acceptance and welcoming you as a Catalyst Shareholder.

  
**Stephen Boston**  
Chairman  
Catalyst Metals Limited

<sup>4</sup> Including 130 million Vango Shares held by Vango Directors under the Vango Share Loan Plan which, pursuant to the terms of the Vango Share Loan Plan, require the Offer to be declared unconditional and Catalyst to have acquired a Relevant Interest in more than 50% of Vango Shares for the Offer to be accepted in relation to those shares. Excluding 21.5 million Vango Shares under the Vango Share Loan Plan which Vango intends to dispose of following expiry of the loan term, in accordance with the Vango Share Loan Plan, with the net proceeds of the disposal to be retained by Vango in satisfaction of the non-recourse loan made available for the issue of those shares.

<sup>5</sup> See section 10.6 for a list of Vango Shareholders who have provided Vango with a signed statement of intent.



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## Reasons why you should **ACCEPT** the Offer

The Offer provides significant benefits to you as a Vango Shareholder. The key reasons why you should accept the Offer are as follows:

- ✓ **Unanimously recommended by Vango Directors**
- ✓ **Vango Shareholders with 73% of all Vango Shares have agreed or indicated an intention to accept the Offer, in the absence of a superior proposal**
- ✓ **Logical combination to create a leading, strategic, high grade gold mining and exploration company in Australia**
- ✓ **Attractive value and premium for your Vango Shares**
- ✓ **You will benefit from a proven board and management team**
- ✓ **You will become a shareholder in a larger, financially stronger company with enhanced investment appeal**
- ✓ **If you do not accept the Offer, you may be subject to the risks and uncertainties of being a minority shareholder in Vango**
- ✓ **You may be eligible for CGT roll-over relief**
- ✓ **You may not incur brokerage or stamp duty in accepting the Offer**

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## 1. Unanimously recommended by Vango Directors

The Vango Board of Directors recognise the attractive merits of the Offer and have unanimously recommended that Vango Shareholders accept the Offer, in the absence of a superior proposal.

Additionally, the Vango Directors have confirmed to Vango that they intend to accept the Offer in respect of all the Vango Shares that they own or control (representing 36.54% of all Vango Shares<sup>6</sup>), in the absence of a superior proposal.

To support your Vango Board, you should **ACCEPT** the Offer.

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## 2. Vango Shareholders with 73% of all Vango Shares have agreed or indicated an intention to accept the Offer, in the absence of a superior proposal

Two of Vango's largest shareholders, Zhenzhu (Carol) Zhang and Yan Chao (Hunter) Guo, have entered into Pre-Bid Acceptance Deeds with Catalyst under which they have agreed to accept the Offer in respect of 252 million Vango Shares (representing 19.99% of all Vango Shares).

Vango Shareholders who collectively own or control a further 670 million Vango Shares (representing 53% of all Vango Shares) have also confirmed to Vango that they presently intend to accept, or procure the acceptance of, the Offer for all of those Vango Shares, in the absence of a superior proposal.<sup>7</sup>

In addition, the Offer has been unanimously recommended by the Vango Board who also intend to accept the Offer for all the Vango Shares they own or control (representing 36.54% of all Vango Shares), in the absence of a superior proposal.

Collectively, the Vango Directors and Vango Shareholders who have either agreed or indicated an intention to accept the Offer, in the absence of a superior proposal, hold a total of 73% of the Vango Shares on issue, indicating overwhelming support for Catalyst's Offer.

Support from Vango's largest shareholders provides positive endorsement of the Offer and (assuming those shareholders act in accordance with their stated intentions) a pathway to achieve the 70% minimum acceptance Condition and completion of the Offer in a timely manner, which you can accelerate by also accepting the Offer.

The Vango Shareholders above have consented to the inclusion of their intention statement in this Bidder's Statement.

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<sup>6</sup> Including 130 million Vango Shares held by Vango Directors under the Vango Share Loan Plan which, pursuant to the terms of the Vango Share Loan Plan, require the Offer to be declared unconditional and Catalyst to have acquired a Relevant Interest in more than 50% of Vango Shares for the Offer to be accepted in relation to those shares. Excluding 21.5 million Vango Shares under the Vango Share Loan Plan which Vango intends to dispose of following expiry of the loan term, in accordance with the Vango Share Loan Plan, with the net proceeds of the disposal to be retained by Vango in satisfaction of the non-recourse loan made available for the issue of those shares.

<sup>7</sup> See section 10.6 for a list of Vango Shareholders who have provided Vango with a signed statement of intent.

### 3. Logical combination to create a leading, strategic, high grade gold mining and exploration company in Australia

The merger of Catalyst and Vango is a logical combination to create a leading, strategic high grade, gold mining and exploration company that will control three gold belts in Australia.

The tenement holdings of both companies are all high-grade, highly prospective in terms of exploration and future development potential.

The combined company will have controlling positions across three Australian gold belts:

- In Victoria, a large, contiguous dominant tenement package covering 75 kilometres of strike length immediately north of the proven +22Moz Bendigo Goldfields and host to the most developed gold project in the Bendigo/Fosterville area (Agnico Eagle's high grade Fosterville gold mine).
- In Tasmania, a strategic tenement package covering 25 kilometres of strike length of the under explored Henty fault and home to the high-grade Henty Gold Mine which has produced 1.4Moz of gold at a head grade of 8.9 g/t gold.
- In WA, a large tenement package with 40 kilometres of strike in the world-class Marymia Gold Belt where the existing 1Moz high grade resource has potential to significantly increase given largely underexplored nature of the tenement package, with close proximity to operating Plutonic mine providing strategic and development optionality.

The similarity of Catalyst's and Vango's assets creates the opportunity for numerous synergies, including removal of duplicate overhead costs, corporate fees and charges.

In addition, an important synergy, will be the leveraging of Catalyst's leading gold exploration, development and mining expertise and financial capability to unlock the potential of Vango's assets.

By accepting the Offer you will participate in the creation of a leading, strategic, high grade gold mining and exploration company in Australia and the benefits expected from its creation.

### 4. Attractive value and premium for your Vango Shares

By accepting the Offer you will receive 5 Catalyst Shares for every 115 Vango Shares you hold.

The Offer represents a substantial and attractive premium to Vango Shareholders of:

- 19.1% to the closing price of Vango Shares of \$0.044 on 6 January 2023 (being the last trading day in Catalyst Shares and Vango Shares before the release of an announcement regarding discussions between Catalyst and Vango on 9 January 2023);
- 30.2% to the 5-day VWAP of Vango Shares of \$0.040;<sup>8</sup> and
- 33.5% to the 30-day VWAP of Vango Shares of \$0.039.

The all-scrip Offer provides you attractive ongoing equity ownership and full exposure to the benefits of being a shareholder in the Combined Group.

To receive this attractive value for your Vango Shares, you should **ACCEPT** the Offer.

<sup>8</sup> VWAPs are for the period to and including 6 January 2023 (being the last trading day of Catalyst Shares and Vango Shares before the announcement of discussions between Catalyst and Vango on 9 January 2023).

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## 5. You will benefit from a proven board and management team

The Catalyst Board and management team have excellent capability and a successful track record of exploration, development and managing mining companies.

Catalyst has successfully consolidated and operated for over 10 years the largest and most advanced tenement package north of the Bendigo Goldfields and near Agnico Eagle's world class Fosterville mine. Following successful surface exploration, Catalyst is now progressing development of an exploration tunnel to close in to find the next Bendigo Goldfield by building critical mass at depth and potentially to find the next Fosterville.

Catalyst acquired the Henty Gold Mine and exploration tenure in January 2021 and has successfully revitalised the mine by accelerating exploration and development, increasing mineral resources and increasing gold production while lowering costs.

Catalyst considers Henty a standout high-grade production and exploration platform and is targeting sustainable annual production of +40koz at +4 g/t with resulting strong cashflow to support funding value adding exploration across Catalyst's portfolio, which will on completion of the Offer will include Vango's highly prospective and underexplored tenements.

Through its leading expertise and capability Catalyst has attracted highly credentialed mining companies operating in Australia including Hancock Prospecting, St Barbara and Agnico Eagle, as either partners and/or shareholders.

The Combined Group will benefit from the Catalyst Board and management team's operating capability and expertise.

By accepting the Offer you will also benefit from both Catalyst's and the Combined Group's capability and expertise to unlock and create value.

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## 6. You will become a shareholder in a larger, financially stronger company with enhanced investment appeal

The combination of Catalyst and Vango creates a company with enhanced scale, market relevance and trading liquidity.

On successful completion of the Offer, Vango Shareholders will hold approximately 35.7% of the Combined Group,<sup>9</sup> which is expected to have a market capitalisation of approximately \$184.6 million (before any market re-rating), available cash and cash equivalents of approximately \$19.3 million and a cash generative operating gold mine at Henty.

In addition to ownership of a larger, financially stronger and more diversified company and operating gold miner, you will continue to have exposure to the future upside associated with Vango's assets.

To achieve these benefits we encourage you to **ACCEPT** the Offer.

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<sup>9</sup> Assuming Catalyst acquires 100% of Vango pursuant to the Offer and no Catalyst Shares are issued other than under the Offer.

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## **7. If you do not accept the Offer, you may be subject to the risks and uncertainties of being a minority shareholder in Vango**

If you do not accept the Offer and Catalyst waives the Minimum Acceptance Condition and acquires less than 90% but more than 50% of all Vango Shares, you will become a minority shareholder in Vango, which will expose you to different risks and uncertainties.

Those risks and uncertainties include:

- a lower level of liquidity in Vango Shares than already exists today, which may make it more difficult for you to sell Your Shares and may result in a lower price for Your Shares should you wish to sell them in future;
- the potential removal of Vango from the official list of ASX; and
- the potential for Vango to undertake further equity raisings to fund its future activities which may be dilutive to non-participating shareholders.

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## **8. You may be eligible for CGT roll-over relief**

Vango Shareholders may benefit from CGT scrip roll-over relief if Catalyst is able to acquire at least 80% of all Vango Shares.

Each Vango Shareholder's tax position is different. Vango Shareholders are encouraged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

A summary of the general Australian income tax, stamp duty and GST consequences of the Offer for Vango Shareholders is set out in section 9. However, Vango Shareholders should not rely solely on the summary contained in section 9 in substitution for specific advice on their own affairs from a registered tax agent.

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## **9. You may not incur brokerage or stamp duty in accepting the Offer**

If you accept the Offer and Your Shares are registered in an Issuer Sponsored Holding in your name, you will not incur brokerage on the transfer of Your Shares to Catalyst pursuant to the Offer.

If you accept the Offer and Your Shares are registered in a CHESS Holding, or if you are a beneficial owner whose Vango Shares are registered in the name of a Broker, bank, custodian, or other nominee, you should ask your Controlling Participant (usually your Broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.

If you sell Your Shares on the ASX, rather than disposing of them via the Offer, you may incur brokerage charges (and, potentially, GST on those charges).

You will not be required to pay any stamp duty on the disposal of Your Shares under the Offer or on the acquisition of Catalyst Shares under the Offer.

## 1 Summary of the Offer

### **What is Catalyst offering to buy?**

Catalyst is offering to buy all Vango Shares on the terms set out in this Bidder's Statement.

### **What will you receive if you accept the Offer?**

If you accept the Offer, you will, subject to the satisfaction of the Conditions to the Offer, receive 5 Catalyst Shares for every 115 of Your Shares.

If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Catalyst Shares. Instead, you will be paid by the Nominee the net proceeds of the sale of the Catalyst Shares you would have otherwise been entitled to. See section 11.7 for more information.

### **When will you receive the Catalyst Shares?**

Generally, Catalyst will issue the Catalyst Shares due to you under the Offer on or before the earlier of:

- one month after this Offer is accepted or one month after all of the Conditions have been freed or fulfilled (whichever is later); and
- 21 days after the end of the Offer Period.

Full details of when consideration will be provided are set out in section 11.6 of this Bidder's Statement.

Ineligible Foreign Shareholders and Small Parcel Shareholders will be provided with the net proceeds of sale to which they are entitled under the Offer at a different time. See section 11.7 for more information.

### **Do the Vango Directors recommend the Offer?**

The Vango Directors unanimously recommend that Vango Shareholders accept the Offer in respect of all their Vango Shares, in the absence of a superior proposal.

### **Will you need to pay brokerage or stamp duty on acceptances?**

If Your Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Catalyst, you will not incur any brokerage fees or be obliged to pay stamp duty in connection with your acceptance of the Offer.

If Your Shares are registered in a CHESS Holding, or if you are a beneficial owner whose Vango Shares are registered in the name of a broker, bank custodian or other nominee, you will not be obliged to pay stamp duty by accepting the Offer, but you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.

### **When does the Offer close?**

The Offer closes at 5.00pm (Perth time) on 20 February 2023, unless it is extended under the Corporations Act.

### **What risks are associated with the Offer?**

You should carefully consider the risk factors that could affect the performance of Catalyst and the Combined Group before deciding whether to accept the Offer. A summary of the key risk factors is set out in section 8.

**Are there any conditions to the Offer?**

The Offer is subject to a number of conditions, including (in summary form only):

- **(minimum acceptance)** at the end of the Offer Period, Catalyst having a Relevant Interest in at least 70% (by number) of all of the Vango Shares;
- **(treatment of Options and Vango Notes)** by the end of the Offer Period:
  - all Performance Options have been cancelled for nil consideration;
  - all L39 Options have been cancelled or acquired; and
  - all Vango Notes have been dealt with under an agreement between the holder of the Vango Notes and Catalyst;
- **(no Prescribed Occurrence)** no Prescribed Occurrence happens in the period between the Announcement Date and the end of the Offer Period;
- **(no Other Occurrence)** no Other Occurrence happens in the period between the Announcement Date and the end of the Offer Period;
- **(Funding Condition)** Vango enters into an agreement for a line of credit with a third party on the following key terms:
  - the line of credit is for an amount of no less than \$5 million;
  - the principal and accrued interest are only repayable at a date which is no earlier than 4 months after the Announcement Date;
  - the interest on the debt is no more than 10% per annum;
  - the debt is unsecured; and
  - other than interest, there are no other fees payable by Vango to the third party debt provider in relation to the debt funding; and
- **(no material adverse change)** no material adverse change occurring with respect to Vango.

Full terms of the conditions are set out in section 11.8 of this Bidder's Statement. Catalyst strongly advises Vango Shareholders to read the terms and conditions in full.

If the Conditions of the Offer are not satisfied or waived by the end of the Offer Period, the Offer will lapse and your acceptance will be void.

Under the Bid Implementation Agreement with Vango, Catalyst has agreed, subject to the Corporations Act, that in the event it obtains a Relevant Interest in at least 70% of all of the Vango Shares and provided Vango has satisfied the Funding Condition to the Offer, Catalyst will waive all remaining Conditions and declare the Offer to be free from any remaining Conditions. However, Catalyst will have no such obligation to the extent that a breach of a Condition, or a circumstance that is reasonably likely to result in a breach of



a Condition, or a material breach of the Bid Implementation Agreement by Vango, has occurred before the date the Funding Condition and minimum acceptance Condition are both satisfied.

**How do you accept the Offer?**

If you wish to accept the Offer, you must accept for all of Your Shares (and not a lesser number) and any acceptance for fewer than all of Your Shares will be treated as being for all Your Shares, unless section 11.1(j) applies to you.

You may accept the Offer at any time during the Offer Period.

**Issuer sponsored shareholders**

If Your Shares are registered in an Issuer Sponsored Holding (such holdings will be evidenced by an 'I' appearing next to your holder number on the enclosed Acceptance Form), to accept this Offer, you must complete and sign the Acceptance Form enclosed with this Bidder's Statement and return it to the address indicated on the form before the Offer closes. Please refer to section 11.3(b) of this Bidder's Statement for further details on how to accept the Offer if your Shares are registered in an Issuer Sponsored Holding.

**CHESS shareholders**

If Your Shares are registered in a CHESS Holding (such holdings will be evidenced by an 'X' appearing next to your holder number on the enclosed Acceptance Form), you may accept the Offer by either:

- completing and signing the Acceptance Form enclosed with this Bidder's Statement and returning it to the address indicated on the form; or
- instructing your Controlling Participant (normally your broker) to accept the Offer on your behalf,

before the Offer closes.

**Participants**

If you are a Participant, acceptance of this Offer must be initiated in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the Offer closes.

Full details on how to accept the Offer are set out in section 11.3 of this Bidder's Statement.

**Can you accept the Offer for part of your holdings?**

No. If you wish to accept the Offer, you must accept for all of Your Shares (and not a lesser number) and any acceptance for fewer than all of Your Shares will be treated as being for all Your Shares, unless section 11.1(j) applies to you.

**Is the Offer open to exercised Vango Options?**

Holders of Vango Options whose Vango Options vest and are converted into Vango Shares during the Offer Period, will be able to accept the Offer in respect of the Vango Shares that are issued to them. Catalyst has entered

into Option Cancellation Deeds with each of the holders of the Vango Performance Options, summaries of which are set out in section 5.2.

**Is the Offer open to exercised Vango Notes?**

No. Catalyst has entered into a binding term sheet with Collins St Value Fund to exchange the existing Vango Notes for new convertible notes in Catalyst, conditional on Catalyst acquiring 100% of the ordinary shares of Vango. See section 5.2(c) for further details.

**What if you are an Ineligible Foreign Shareholder or hold a Small Parcel?**

Ineligible Foreign Shareholders and Small Parcel Shareholders that accept the Offer will not receive Catalyst Shares. Rather, the Catalyst Shares that Ineligible Foreign Shareholders and Small Parcel Shareholders would have been entitled to receive will be issued to, and sold by, the Nominee and the net proceeds attributable to each Ineligible Foreign Shareholder or Small Parcel Shareholder will be paid to them by cheque in Australian dollars drawn on an Australian bank account.

Ineligible Foreign Shareholders and Small Parcel Shareholders should read section 11.7 which provides further information on Ineligible Foreign Shareholders, Small Parcel Shareholders and the Nominee sale process. Catalyst's determination of whether a Vango Shareholder is an Ineligible Foreign Shareholder or Small Parcel Shareholder is final.

Depending on the Ineligible Foreign Shareholder's particular circumstances, an amount may be withheld by Catalyst from the (gross) cash proceeds and paid to the Commissioner of Taxation on account of foreign resident capital gains withholding tax (see sections 9.4 and 11.6 for more information).

**What happens if you do not accept the Offer?**

You will remain a Vango Shareholder and will not receive the consideration under the Offer.

If Catalyst becomes entitled to compulsorily acquire Your Shares, it intends to proceed with the compulsory acquisition. If Your Shares are compulsorily acquired by Catalyst, it will be on the same terms (including the same consideration for each Vango Share acquired) as the Offer. Refer to sections 6.3 and 6.4 for details regarding Catalyst's intentions if Catalyst does not become entitled to compulsorily acquire Vango Shares.

**Where to go for further information?**

For all queries in relation to the Offer, please contact Catalyst on +61 8 6107 5878 or at [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au). Inquiries in relation to the Offer will not be received on any other telephone numbers of Catalyst or its advisers.

**Important notice**

The information in this section 1 is a summary only of Catalyst's Offer and is qualified by the detailed information set out elsewhere in this Bidder's Statement.

You should read the entire Bidder's Statement and the target's statement that Vango will shortly be sending to you before deciding whether to accept the Offer.

## 2 Information on Catalyst

### 2.1 Overview of Catalyst

Catalyst is an ASX mineral exploration company with interests in gold exploration projects in the Bendigo Goldfields region and the producing Henty Gold Mine in Tasmania.

The two pillars of Catalyst's current strategy are:

- in Victoria, Catalyst holds a prized landholding with a large, contiguous dominant tenement package covering 75 kilometres of strike length immediately north of the proven +22Moz Bendigo Goldfields and near Agnico Eagle's high grade Fosterville gold mine; and
- in Tasmania, Catalyst owns a strategic tenement package covering 25 kilometres of strike length of the under explored Henty fault and operates the high-grade Henty Gold Mine which has produced 1.4Moz of gold at a head grade of 8.9 g/t gold.

Further information about Catalyst is available on its website at [www.catalystmetals.com.au](http://www.catalystmetals.com.au).

### 2.2 Principal activities of Catalyst and the Catalyst Group

#### (a) Bendigo Goldfields

Catalyst has a significant interest in two retention licences and thirteen exploration licences over the Whitelaw Gold Belt and similar geological terranes both to the east and to the west. These licences cover approximately 2,209 square kilometres in the mineral-rich and highly prospective Bendigo Goldfields region. Catalyst's interest in the Whitelaw Gold Belt consists of the Four Eagles, Boort, Macorna Bore, Drummartin, Tandarra, Raydarra, Sebastian and Golden Camel projects.

The Four Eagles Gold Project is a joint venture between Catalyst's 100%-owned subsidiary, Kite Gold Pty Ltd and Gold Exploration Victoria Pty Ltd (**GEV**) (a wholly owned subsidiary of Hancock Prospecting Pty Ltd). The project is managed by Catalyst and is jointly funded (50:50) by Catalyst and GEV within the Four Eagles Joint Venture.

The Four Eagles Gold Project is situated along the Whitelaw Gold Corridor, which is considered to be a major structural control of gold mineralisation north of Bendigo. In Victoria, Catalyst manages the entire Whitelaw Gold Belt and has interests in thirteen exploration licences and two retention licences which extend for 75 kilometres along the Whitelaw and Tandarra Faults north of Bendigo and in other areas north of the Fosterville and Inglewood gold fields.

The Tandarra Gold Project is a joint venture between Catalyst's 100%-owned subsidiary Kite Operations Pty Ltd and Navarre Minerals Limited (**Navarre**). In June 2018, Catalyst completed its four year, \$3.0 million sole-funded expenditure undertaking in order to earn a 51% equity interest. The project is managed by Catalyst and is jointly funded (51:49) by Catalyst and Navarre within the Tandarra Joint Venture.

The Tandarra Gold Project lies within retention licence RL006660 and covers an envelope of gold mineralisation and exploration prospects approximately 12 kilometres long and up to 4 kilometres wide. Within this, Catalyst is continuing to drill three gold bearing structural zones trending roughly north-south (Tomorrow, Macnaughtan, and Lawry Zones).

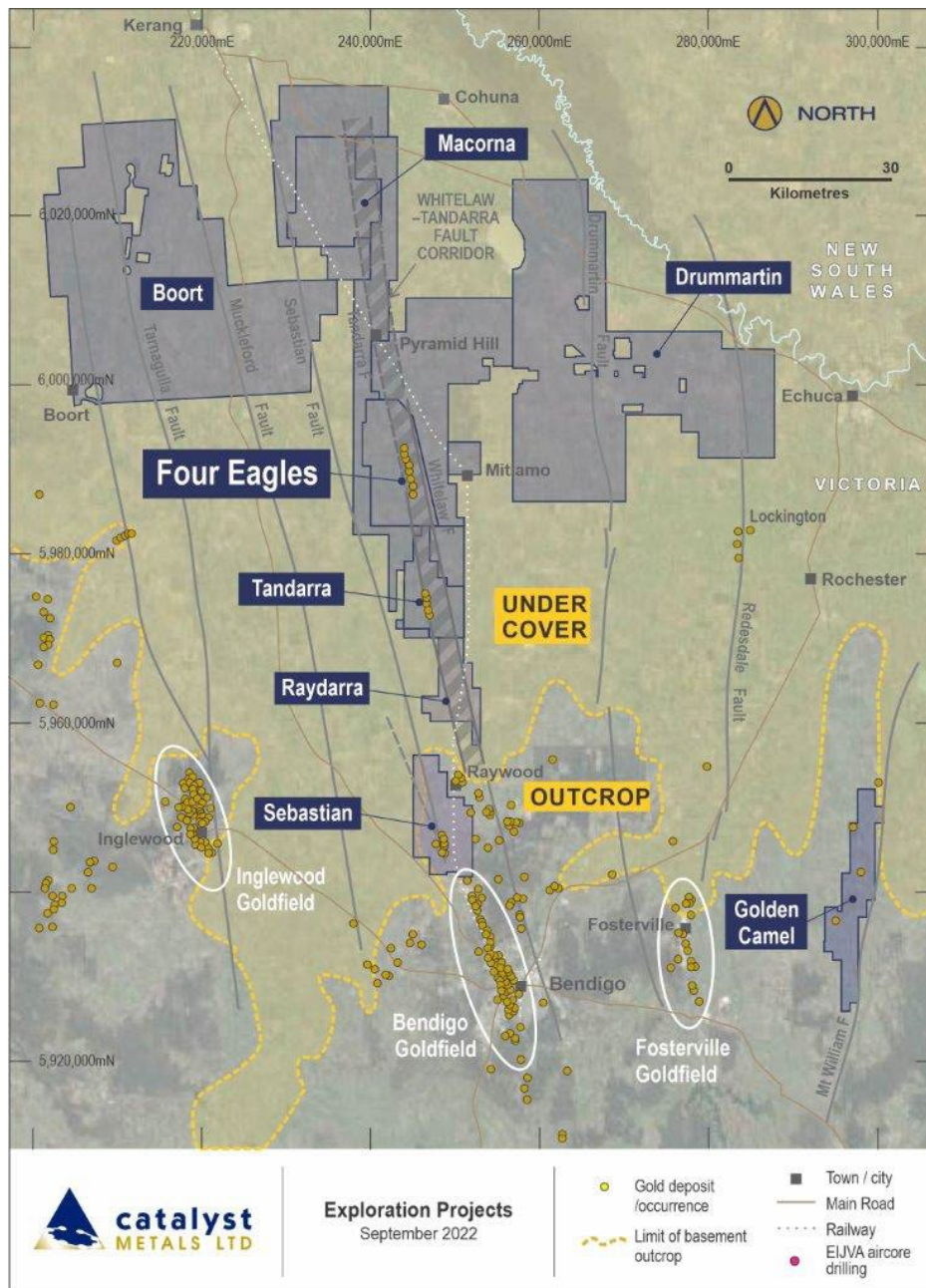


Figure 1: Whitelaw Gold Belt Tenement Holdings showing major Catalyst-managed projects.

(b) Henty Gold Mine

Catalyst acquired the Henty Gold Mine in Tasmania on 20 January 2021 by purchasing shares in Unity Mining Pty Ltd from Diversified Minerals Pty Ltd. The consideration for the acquisition consisted of \$8 million in Catalyst Shares at \$2.10 per share, an initial cash payment of \$6 million and two deferred payments of \$3 million each, six and twelve months after the acquisition.

Catalyst is focussed on delivering a more consistent performance from the operation, adherence to the mining plan, and underground drilling to boost Resource growth and renew exploration efforts. Catalyst views the Henty Gold Mine as an exploration target as much as a mine. During FY22, Catalyst reinvested \$4.8 million in underground and surface drilling to better define Resources, expand Resources and explore for new

Resources. Development of access for both stoping and exploration is critical to the mine achieving goals and being able to plan for future expansion.

Gold produced in FY22 was 25,199 ounces of gold at a C1 cash cost and AISC of \$1,706/oz and \$2,207/oz per ounce respectively. Revenue from the Henty Gold Mine operations was \$63.3 million and after royalties, refining and operating costs, an EBITDA of \$10.3 million was reported. Catalyst is heavily committed to continued growth of Mineral Resources and the publishing of Ore Reserves compliant with the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (JORC).

## 2.3 Corporate activities

As part of its evaluation of the Marymia-Plutonic Gold Belt, Catalyst has evaluated numerous regional opportunities. This includes ongoing commercial discussions with Superior Gold Inc. (TSX-V:SGI) (**Superior Gold**), which owns the operating Plutonic gold mine adjacent to the Marymia Gold Project.

There can be no certainty or assurance, however, that these discussions will lead to a transaction being concluded with Superior Gold or, if a transaction is agreed, that it will be completed in accordance with its terms. Accordingly, investors, Catalyst shareholders and Vango Shareholders are cautioned not to place any reliance on the potential for further Marymia-Plutonic Gold Belt consolidation when making decisions in relation to the Offer or an investment in Catalyst.

## 2.4 Catalyst's Mineral Resources and Ore Reserves

Catalyst's presently reported Mineral Resources and Ore Reserves by deposit as at the date of this Bidder's Statement are set out in Attachment A.

Whilst Catalyst had previously announced that resource estimation for Boyd's Dam was ongoing with a targeted release date in CY22, it now expects that work to be completed in CY23 and as such, Attachment A does not contain any estimations with respect to Boyd's Dam.

## 2.5 Directors

As at the date of this Bidder's Statement, the Catalyst Directors are:

Director	Experience and background
<b>Stephen Boston</b> Chairman	Mr Boston is the principal of a Perth based private investment group specialising in the Australian resources sector. Previously Mr Boston worked as a stockbroker from 1984 to 1998 in Perth and Sydney. Mr Boston holds a Bachelor of Arts from the University of Western Australia.
<b>James Champion de Crespigny</b> Managing Director and Chief Executive Officer	Mr Champion de Crespigny is a qualified Chartered Accountant with extensive experience in capital markets, financing and mergers and acquisitions, primarily in the mining sector. His past experience includes roles as a director of London based mining finance group, Cutfield Freeman & Co, with Sydney based private equity group, EMR Capital, and with Insolvency, Audit & Assurance at KPMG Australia.
<b>Robin Scrimgeour</b> Non-Executive Director	Mr Scrimgeour spent 17 years working for Credit Suisse in London, Tokyo, Hong Kong and Singapore where he specialised in providing structured hybrid financing to Asian corporates for resource sector projects and acquisitions. Previously Mr Scrimgeour was a senior equity derivatives trader involved in the pricing of complex structured equity derivative instruments for both private



Director	Experience and background
	and corporate clients focused in Asia. Mr Scrimgeour holds a Bachelor of Economics with Honours from the University of Western Australia.
<b>Bruce Kay</b>  Non-Executive Director	Mr Kay is a qualified geologist and former head of worldwide exploration for Newmont Mining Corporation. He is a highly experienced geologist with a resource industry career spanning more than 30 years in international exploration, mine, geological, project evaluation and corporate operations. Mr Kay retired from Newmont in 2003. Based in Denver, Colorado, USA, he managed worldwide exploration for that company. Prior to this appointment, Mr Kay was group executive and managing director of exploration at Normandy Mining Limited where he was responsible for managing its global exploration program.

## 2.6 Management

Profiles of the key members of Catalyst's executive management team are set out in the table below:

Executive	Experience and background
<b>James Champion de Crespigny</b>  Managing Director and Chief Executive Officer	See above in section 2.5.
<b>John McKinstry</b>  Chief Operating Officer	Mr McKinstry has extensive experience in open pit mining and underground mining and development and has held senior management positions in gold and base metal mines in Australia and overseas. His previous positions included CEO of North Queensland Metals where he oversaw the acquisition and revamping of the Pajingo mine and as Managing Director of KalNorth Gold Mines. As General Manager he ran the Mt Leyshon and Pajingo gold mines in Queensland, the Midas gold mine in Nevada, USA, the Martha gold mine in New Zealand and the True North gold mine in Canada. His involvement in mining and development projects extends to Mt Isa, Kalgoorlie, Papua New Guinea, and West Africa.
<b>Frank Campagna</b>  Company Secretary	Mr Campagna is a Certified Practising Accountant with over 25 years' experience working with ASX listed companies. Mr Campagna's experience includes roles as Company Secretary, Chief Financial Officer and Commercial Manager in the resources industry.

## 2.7 Corporate governance

To the extent that they are applicable to Catalyst, the Catalyst Board has adopted the ASX Corporate Governance Council's Corporate Governance Principles and Recommendations where the Catalyst Board has considered the recommendation to be an appropriate benchmark for its corporate governance practices. Where, after due consideration, Catalyst's corporate governance practices depart from a recommendation, the Catalyst Board has disclosed the reasons for the departure in its Corporate Governance Statement for the financial year ended 30 June 2022, a copy of which can be found in Catalyst's Appendix 4G dated 3 October 2022.

Catalyst's corporate governance policies are available on its website at <https://catalystmetals.com.au/about-catalyst/corporate-governance/>.

## 2.8 Financial information on the Catalyst Group

### (a) Basis of presentation

The historical financial information in this section 2.8 has been taken from the audited financial statements of Catalyst for the financial year ended 30 June 2022. The full consolidated financial statements for the financial period ended 30 June 2022, including the notes to those financial statements, can be found in the corresponding annual reports that are available at <https://catalystmetals.com.au/investor-relations/reports/annual-reports/http://www.catalystmetals.com.au/investor-relations/reports/annual-reports/>.

The historical financial information set out in this section 2.8 is intended to provide an overview of Catalyst's historical financial performance, position and cash flows, it shows the Catalyst Group on a standalone basis and, accordingly, does not reflect any impact of the Offer. The historical financial information is not intended to provide the level of detail or understanding which is available from a review of the Catalyst Group's published financial reports (which include the full financial accounts and the notes to those accounts) which are available on ASX or Catalyst's website.

### (b) Historical consolidated statement of financial position

The historical consolidated statement of financial position of the Catalyst Group set out below has been derived from Catalyst's audited consolidated statement of financial position for the financial year ended 30 June 2022. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to Catalyst's FY22 Annual Report.

\$'000	2022	2021
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	18,242,571	30,518,541
Other financial assets	3,000,000	3,000,000
Trade and other receivables	3,431,293	2,816,154
Inventory	5,705,826	3,898,595
<b>TOTAL CURRENT ASSETS</b>	<b>30,379,690</b>	<b>40,233,290</b>
<b>NON-CURRENT ASSETS</b>		
Receivables	36,500	10,000
Property, plant and equipment	11,186,630	12,381,902
Exploration and evaluation expenditure	17,507,557	11,432,461



\$'000	2022	2021
Mining development assets	20,428,429	18,749,849
<b>TOTAL NON-CURRENT ASSETS</b>	<b>49,159,116</b>	<b>42,574,212</b>
<b>TOTAL ASSETS</b>	<b>79,538,806</b>	<b>82,807,502</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	12,002,700	11,640,045
Other - advances	1,514,999	215,526
Lease liabilities	639,760	224,794
Interest bearing liabilities	1,509,281	802,610
Employee benefits	1,589,103	604,350
Deferred consideration payable	-	5,205,000
Contingent consideration payable	-	5,000,000
<b>TOTAL CURRENT LIABILITIES</b>	<b>17,255,843</b>	<b>23,692,325</b>
<b>NON-CURRENT LIABILITIES</b>		
Lease liabilities	123,979	220,063
Deferred consideration payable	800,000	800,000
Employee benefits	711,018	-
Provisions	2,927,690	2,912,677
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>4,562,687</b>	<b>3,932,740</b>
<b>TOTAL LIABILITIES</b>	<b>21,818,530</b>	<b>27,625,065</b>
<b>NET ASSETS</b>	<b>57,720,276</b>	<b>55,182,437</b>
<b>EQUITY</b>		
Contributed equity	73,238,523	72,912,682
Share-based payments reserve	493,472	372,972
Accumulated losses	(16,011,719)	(18,103,217)
<b>TOTAL EQUITY</b>	<b>57,720,276</b>	<b>55,182,437</b>

(c) Historical consolidated statement of profit or loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the Catalyst Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial year ended 30 June 2022. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to Catalyst's FY22 Annual Report.

\$'000	2022	2021
<b>Revenue</b>	63,330,429	28,508,849
Other income	5,546,028	781,077
Interest revenue	58,486	88,535
<b>Expenditure</b>		
Mining and processing costs	(30,945,076)	(9,951,823)
Depreciation and amortisation relating to gold sales	(8,324,457)	(4,406,304)
Royalties	(3,674,617)	(2,176,654)
Administration, corporate, occupancy and travel costs	(4,417,153)	(2,125,466)
Employee benefits expense	(14,676,505)	(4,808,586)
Depreciation	(2,018,757)	(750,888)
Exploration and evaluation expenditure	(2,786,880)	(4,223,995)
<b>Profit before income tax expense from continuing operations</b>	<b>2,091,498</b>	<b>934,745</b>
Income tax expense	-	-
<b>Profit after income tax from continuing operations</b>	<b>2,091,498</b>	<b>934,745</b>
<b>Total comprehensive income for the year</b>	<b>2,091,498</b>	<b>934,745</b>
<b>Total comprehensive income attributable to members of Catalyst</b>	<b>2,091,498</b>	<b>934,745</b>
<b>Earnings per share for profit attributable to the owners of Catalyst Metals Limited</b>		
Basic Profit per share (cents per share)	2.13	1.04
Diluted profit per share (cents per share)	2.12	0.96

(d) Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the Catalyst Group set out below has been derived from Catalyst's audited consolidated statement of cash flows for the financial year ended 30 June 2022. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to Catalyst's FY22 Annual Report.

\$'000	30 June 2021	30 June 2020
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>	63,632,509	29,825,353
Receipts from customers	(2,254,482)	(4,223,995)
Payments for exploration and evaluation	(54,991,164)	(15,561,074)
Payments to suppliers, contractors and employees	154,052	438,919
Other income	391,976	342,158
Interest received	58,486	88,535
<b>Net cash flows provided from operating activities</b>	<b>6,991,377</b>	<b>10,909,896</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Payment for security deposit	-	(3,000,000)
Payment for purchase of business net of cash acquired	(5,205,000)	(5,444,682)
Payments for property, plant and equipment	(1,241,172)	(3,429,024)
Payment for mine development assets	(8,535,020)	(5,817,608)
Payments for exploration and evaluation	(5,816,312)	(5,884,621)
<b>Net cash flows used in investing activities</b>	<b>(20,797,504)</b>	<b>(23,575,935)</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from issues of shares and other equity securities	1,041	25,081,781
Share issue expenses	-	(719,208)
Repayment of borrowings	706,671	802,595
Lease payments	(477,028)	-
Joint venture exploration advances received	9,019,797	5,614,506
Joint venture exploration advances expended	(7,720,324)	(5,930,614)
<b>Net cash flows provided from financing activities</b>	<b>1,530,157</b>	<b>24,849,060</b>
<b>Net (decrease)/increase in cash and cash equivalents</b>	<b>(12,275,970)</b>	<b>12,183,021</b>
Cash and cash equivalents at beginning of the financial year	30,518,541	18,335,520
Cash and cash equivalents at end of the financial year	18,242,571	30,518,541

(e) Subsequent material changes to historical financial information

Other than items disclosed in this Bidder's Statement, no further significant events have occurred since the end of the financial year.

## 2.9 Publicly available information about Catalyst

Catalyst is a listed disclosing entity for the purposes of the Corporations Act and as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company,

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

ASX maintains files containing publicly disclosed information about all listed companies. Catalyst's file is available for inspection at ASX during normal business hours. In addition, Catalyst is also required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Catalyst may be obtained from, or inspected at, an ASIC office. On request to Catalyst and free of charge, Vango Shareholders may obtain a copy of:

- Catalyst's FY22 Annual Report (being the annual financial report most recently lodged with ASIC before lodgement of this Bidder's Statement with ASIC);
- any half-year financial report lodged with ASIC by Catalyst after the lodgement of the annual financial report referred to above and before lodgement of this Bidder's Statement with ASIC; and
- any continuous disclosure notice given to ASX by Catalyst since the lodgement with ASIC of Catalyst's FY22 Annual Report referred to above and before lodgement of this Bidder's Statement with ASIC.

Catalyst made the following ASX announcements during the period after the lodgement of Catalyst's FY22 Annual Report on 3 October 2022 and before the issue of this Bidder's Statement:

Date	Announcement
10 January 2023	Notice of initial substantial shareholding for VAN
10 January 2023	Proposed issue of securities - CYL
10 January 2023	Proposed issue of securities - CYL
10 January 2023	Recommended bid to acquire Vango Mining
09 January 2023	Corporate update
20 December 2022	Change of directors interest notice
16 December 2022	Notification regarding unquoted securities - CYL
17 November 2022	Results of annual general meeting
17 November 2022	AGM presentation
17 November 2022	Approval process for Four Eagles exploration tunnel
10 November 2022	Maiden Reserve for Henty Gold Mine - Updated
08 November 2022	Maiden Reserve for Henty Gold Mine
31 October 2022	Quarterly cash flow report
31 October 2022	Quarterly activities report
13 October 2022	Notice of annual general meeting
13 October 2022	Appointment of Managing Director
3 October 2022	Appendix 4G and corporate governance statement

### 3 Information on Catalyst's securities

#### 3.1 Catalyst's issued securities

As at the date of this Bidder's Statement, Catalyst has the following equity securities on issue:

Class	Existing number
Fully paid ordinary shares	98,456,148
Options <sup>1</sup>	250,000
Performance Rights <sup>2</sup>	2,500,000

Notes:

- Options exercisable into Catalyst Shares issued to Catalyst key management personnel exercisable at \$3.00 with an expiry date of 30 November 2024.
- Performance rights issued to Catalyst's Managing Director, James Champion de Crespigny, on 16 December 2022 following Catalyst Shareholder approval at Catalyst's annual general meeting held on 17 November 2022, the terms of which are set out in Catalyst's notice of meeting released to ASX on 7 October 2022.

See section 7.4 for details of the capital structure of the Combined Group on completion of the Offer.

#### 3.2 Recent trading of Catalyst Shares

Catalyst Shares are quoted on ASX. Set out below is a table showing relevant trading prices of Catalyst Shares on ASX:

Comparative trading price of Catalyst Shares	Price
VWAP of Catalyst Shares on ASX for the 10 trading days up to and including the Last Practicable Date	\$1.175
VWAP of Catalyst Shares on ASX for the 30 trading days up to and including the Last Practicable Date	\$1.229
Highest trading price of Catalyst Shares in the 4 months up to and including the Last Practicable Date	\$1.400
Lowest trading price of Catalyst Shares in the in the 4 months up to and including the Last Practicable Date	\$1.105
Closing trading price of Catalyst Shares traded on ASX on the Last Practicable Date	\$1.205

#### 3.3 Catalyst's incentive plans

As at the date of this Bidder's Statement, Catalyst has the Catalyst Employee Incentive Plan approved by Catalyst shareholders at a general meeting held on 12 November 2021 in operation. Minor amendments have recently been made to the Catalyst Employee Incentive Plan to ensure it complies with the amendments to the Corporations Act impacting the regulatory regime affecting employee share schemes. Catalyst sought and obtained shareholder approval for the updated Catalyst Employee Incentive Plan at its annual general meeting held on 17 November 2022. The terms and conditions of the updated Catalyst

Employee Incentive Plan are summarised in Catalyst's notice of general meeting released to the ASX on 7 October 2022.

### 3.4 Catalyst's substantial holders

As at the Last Practicable Date, based on Catalyst's FY22 Annual Report and any subsequent substantial holder notices lodged with ASX, the substantial holders of Catalyst are:

Substantial holder	Number	Percentage*
St Barbara Limited	12,690,222	12.89%
Hancock Prospecting (via Gold Exploration Victoria Pty Ltd)	12,495,278	12.69%
Drill Investments Pty Ltd	7,375,000	7.49%
Trapine Pty Ltd	5,799,877	5.89%
Robin Scrimgeour	5,310,731	5.39%

\* Based on there being 98,456,148 Catalyst Shares currently on issue and excluding any new Catalyst Shares to be issued under the Offer or on exercise or vesting of Catalyst's convertible securities.

### 3.5 Dividends

No dividends have been paid on Catalyst Shares.

### 3.6 Rights and liabilities attaching to Catalyst Shares

The Catalyst Shares which will be issued as the consideration under the Offer will rank equally in all respects with existing ordinary shares in Catalyst. Full details of the rights attaching to the Catalyst's Shares are set out in its Constitution, a copy of which can be inspected at Catalyst's registered office.

The following is a summary of the principal rights which attach to Catalyst's Shares:

#### (a) Voting

Every holder of Catalyst Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Catalyst Shares who is present in person or by proxy, attorney or representative has one vote for every fully paid Catalyst Share held by him or her, and a proportionate vote for every partly paid Catalyst Share.

A poll may be demanded by the chairman of the meeting, by at least five shareholders of Catalyst Shares entitled to vote on the particular resolution present in person or by proxy, attorney or representative, or by any one or more shareholders who are together entitled to not less than 5% of the total voting rights of the Catalyst Shares of all those shareholders having the right to vote on the resolution.

#### (b) Dividends

Dividends are determined from time to time by the Catalyst Directors.

(c) Transfer of Catalyst Shares

A shareholder may transfer Catalyst Shares by a market transfer in accordance with any computerised or electronic system established or recognised by the Listing Rules or the Corporations Act for the purpose of facilitating transfers in Catalyst Shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Catalyst Directors.

The Catalyst Directors may refuse to register any transfer of Catalyst Shares, (other than a market transfer) where Catalyst is permitted or required to do so by the Listing Rules, or the transfer is a transfer of restricted securities in breach of the Listing Rules or any applicable escrow agreement pursuant to the Listing Rules. Catalyst must not prevent, delay or interfere with the registration of a proper transfer.

(d) Meetings and notices

Each Catalyst shareholder is entitled to receive notice of and to attend general meetings for Catalyst and to receive all notices, accounts and other documents required to be sent to Catalyst shareholders under the Constitution of Catalyst, the Corporations Act or the Listing Rules.

(e) Winding up

If Catalyst is wound up, the liquidator may, with the authority of a special resolution, divide among the Catalyst shareholders in kind the whole or any part of the property of Catalyst, and may for that purpose set such value as it considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Catalyst shareholders or different classes of Catalyst shareholders.

(f) Shareholder liability

As the Catalyst Shares to be issued under the Offer will be fully paid ordinary shares, they are not subject to any calls for money by the Catalyst Directors and will therefore not become liable for forfeiture.

(g) Alteration of rights

Subject to the Corporations Act and the terms of issue of a class of Catalyst shares, the rights attaching to any class of Catalyst Shares may be varied.

The rights attached to the Catalyst shares can only be varied with the consent in writing of the holders of three quarters of the issued Catalyst shares in that class, or if authorised by a special resolution passed at a separate meeting of the holders of the Catalyst shares of that class.

(h) Consistency with ASX Listing Rules

While Catalyst is admitted to the Official List of ASX, then despite anything in the Constitution of Catalyst, if the Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the Listing Rules require to be done. If the Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the Listing Rules require the Constitution to contain a provision or not to contain a provision the Constitution is deemed to contain that provision or not to contain that provision. If a provision of the Constitution is or becomes inconsistent with the Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.



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## 4 Information on Vango

### 4.1 Disclaimer

The following information in this document about Vango has been prepared based on publicly available information. Subject to the Corporations Act, Catalyst does not make any representation or warranty, express or implied, as to the accuracy or completeness of this information and such information has not been independently verified.

The information on Vango in this Bidder's Statement should not be considered comprehensive. Certain information and risks in relation to Vango may exist in relation to which Catalyst is unaware. Catalyst and its Directors make no representation about the accuracy or otherwise of information published by Vango (including but not limited to Mineral Resource and Ore Reserve statements).

In addition, the Corporations Act requires the Directors of Vango to provide a Target's Statement to Vango Shareholders in response to this Bidder's Statement setting out certain material information concerning Vango.

### 4.2 Overview of Vango

Vango is an ASX listed Australian gold exploration and development company focused on drilling near-term development and production targets to build its resource base, in parallel with targeting significant high-grade gold discoveries at depth.

Vango's primary asset is the 100% owned Marymia Gold Project located approximately 300 kilometres northeast of Meekatharra in the mid-west region of Western Australia, at the northern end of the world class Eastern Gold Fields Province.

Vango has also entered into a Farm-in and Joint Venture Agreement with Lodestar Minerals Limited (ASX:LSR) (**Lodestar**) for the nearby Ned's Creek Project whereby Vango can earn up to a 51% interest in the project by expending \$5 million on exploration over 3 years from 2019 (with a minimum spend of \$1 million per annum). Catalyst understands that on or around 11 October 2021, Vango and Lodestar agreed to vary the Farm-in and Joint Venture Agreement to allow Vango to suspend its expenditure commitment for one year ending on or about 11 October 2022, with Vango then having a further 1 year to earn a balance of 19.84% if it elects to do so (which Catalyst understands has yet to occur).

Further information about Vango is available on its website at [www.vangomining.com](http://www.vangomining.com).

### 4.3 Principal activities of Vango and the Vango Group

#### (a) Marymia Gold Project

Vango's Marymia Gold Project sits on 45 granted mining leases which are all pre-native title with >40 kilometres in strike length along the Marymia Gold Belt, which extends from the 5.5Moz Plutonic Gold Mine owned by Superior Gold. The Marymia Gold Project's existing Resource is 1Moz @ 3 g/t Au, underpinned by the Trident Deposit, whose resource is 410koz @ 8 g/t Au, with immediate extensions open at depth/along strike, and also includes an interest in the K2 Deposit with a Resource of 107koz @ 8.9 g/t Au.

In FY22, Vango completed a significant drill program targeting extensions to mineralisation below 11 historical pits within the project area. These pits are outside of the current resource areas for the project, and Vango considers that definition of extensions to these mineralised systems could provide early resources for operations

within the project area. A total of 73 RC holes were completed for 12,001 metres of drilling.

Drilling was designed to test the continuity and tenor of mineralised structures at depth below the pits as well as potential for parallel structures that may not have been previously identified. The drilling in all areas intersected the projected mineralisation with some intersections showing excellent economic potential, such as Skyhawk and Parrot, which were immediately followed up with second phases of drilling. Other pits such as Redfin, Rosella, Pigeon also showed good promise while others will be lower priority targets moving forward.

(b) Ned's Creek Joint Venture Project

Ned's Creek is located 20 kilometres from the Marymia Gold Project, 300 kilometres northeast of Meekatharra in the Mid-West region of Western Australia (see Figure 2 below).

On 1 May 2019, Vango announced that it entered into a binding terms sheet with Lodestar whereby Vango had the option to earn up to a 51% interest in Lodestar's Ned's Creek tenements, containing the Contessa, Gidgee Flat, Central Park and Brumby high-grade gold discoveries.

On 17 July 2019, Vango announced that it exercised its option to enter into a Farm-in and Joint Venture agreement with Lodestar, Dampier (Plutonic) Pty Ltd (ACN 131 670 963) and Audacious Resources Pty Ltd (ACN 138 678 707) to earn up to a 51% interest in Lodestar's Ned's Creek Project by spending \$5 million on exploration over a three-year period, with a minimum spend of \$1 million per annum.

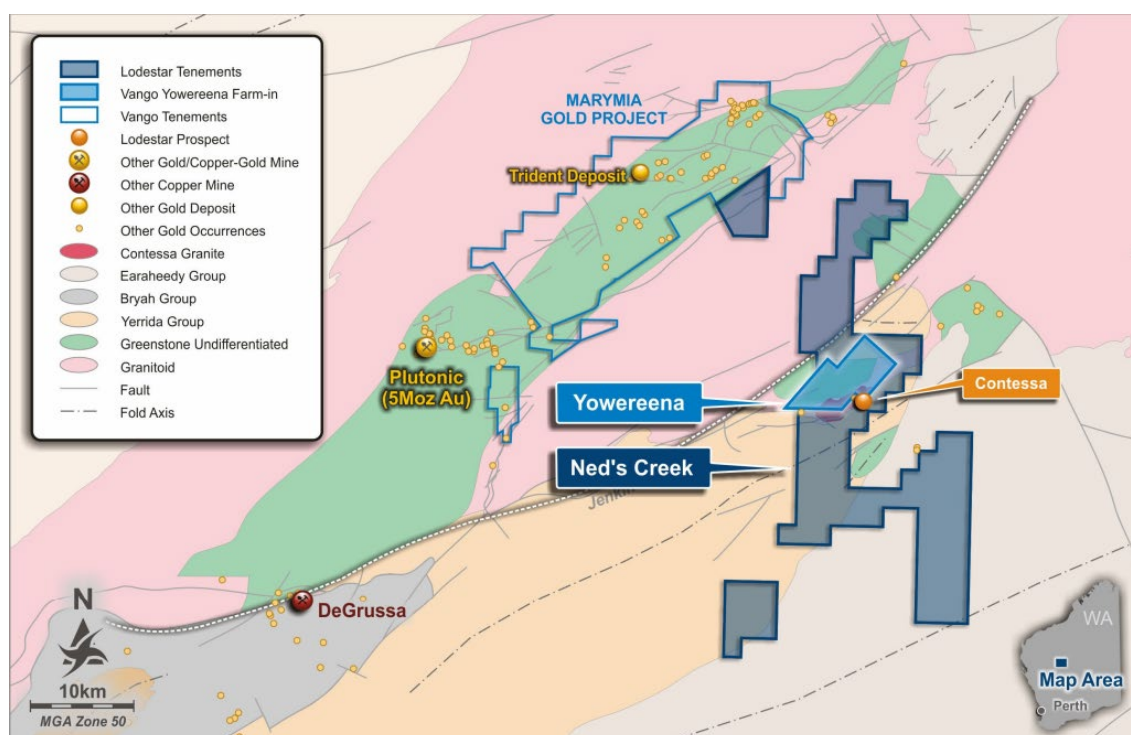


Figure 2: Ned's Creek Tenements including Contessa Prospect location, adjacent to Marymia Gold Project

#### 4.4 Directors

As at the date of this Bidder's Statement, the directors of Vango are:

- Bruce McInnes (Executive Chairman);
- Shengqiang (Sean) Zhou (Deputy Chairman, Non-Executive Director);
- Zhenzhu (Carol) Zhang (Non-Executive Director);
- Yan Chao (Hunter) Guo (Non-Executive Director); and
- Craig Wallace (Non-Executive Director).

Profiles of Vango's directors are available on Vango's website at [www.vangominer.com](http://www.vangominer.com).

#### 4.5 Vango's Mineral Resources and Ore Reserves

Vango's Mineral Resources and Ore Reserves as at 25 August 2022 by deposit are set out in Attachment B.

#### 4.6 Financial information on the Vango Group

(a) Basis of presentation

The historical financial information in this section 4.6 has been taken from the audited financial statements of Vango for the financial years ended 30 June 2022 and 30 June 2021. The full consolidated financial statements for the financial periods ended 30 June 2022 and 30 June 2021, including the notes to those financial statements, can be found in the corresponding annual reports that are available on Vango's website at [www.vangominer.com](http://www.vangominer.com).

The historical financial information set out in this section 4.6 is intended to provide an overview of Vango's historical financial performance, position and cash flows, it shows Vango on a standalone basis and, accordingly, does not reflect any impact of the Offer. The historical financial information is not an indication of future performance and does not reflect any adjustments for matters occurring after 30 June 2022. The historical financial information is not intended to provide the level of detail or understanding which is available from a review of Vango's published financial reports (which include the full financial accounts and the notes to those accounts) which are available on ASX or Vango's website.

(b) Historical consolidated statement of financial position

The historical consolidated statement of financial position of the Vango Group set out below has been derived from Vango's audited consolidated statement of financial position for the financial years ending 30 June 2022 and 30 June 2021. The consolidated statement of financial position set out below should be read in conjunction with the accompanying notes to Vango's FY22 Annual Report and Vango's FY21 Annual Report.

\$'000	2022	2021
<b>CURRENT ASSETS</b>		
Cash and cash equivalents	25,999	6,186,363
Trade and other receivables	203,008	297,686

\$'000	2022	2021
Other	52,086	52,086
<b>TOTAL CURRENT ASSETS</b>	<b>281,093</b>	<b>6,536,135</b>
<b>NON-CURRENT ASSETS</b>		
Investment accounted for using the equity method	-	-
Financial assets at fair value through profit and loss	30,000	756,885
Property, plant and equipment	1,639,533	1,613,756
Exploration evaluation expenditure	48,666,006	47,779,551
Mining rehabilitation fund contribution	370,606	280,319
<b>TOTAL NON-CURRENT ASSETS</b>	<b>50,706,145</b>	<b>50,430,511</b>
<b>TOTAL ASSETS</b>	<b>50,987,238</b>	<b>56,966,646</b>
<b>CURRENT LIABILITIES</b>		
Trade and other payables	2,761,511	4,103,616
Borrowings	1,599,452	-
Provisions	52,727	52,727
<b>TOTAL CURRENT LIABILITIES</b>	<b>4,413,690</b>	<b>4,156,343</b>
<b>NON-CURRENT LIABILITIES</b>		
Provisions	3,614,827	9,228,234
<b>TOTAL NON-CURRENT LIABILITIES</b>	<b>3,614,827</b>	<b>9,228,234</b>
<b>TOTAL LIABILITIES</b>	<b>8,028,517</b>	<b>13,384,577</b>
<b>NET ASSETS</b>	<b>42,958,721</b>	<b>43,582,069</b>
<b>EQUITY</b>		
Issued capital	126,439,864	124,229,650
Reserves	16,765,362	16,714,838
Accumulated losses	(100,246,505)	(97,362,419)
<b>TOTAL EQUITY</b>	<b>42,958,721</b>	<b>43,582,069</b>

(c) Historical consolidated statement of profit or loss and other comprehensive income

The historical consolidated statements of profit or loss and other comprehensive income of the Vango Group set out below have been derived from the audited consolidated statements of profit or loss and other comprehensive income for the financial years ending 30 June 2022 and 30 June 2021. The consolidated statement of profit or loss and other comprehensive income set out below should be read in conjunction with the accompanying notes to Vango's FY22 Annual Report and Vango's FY21 Annual Report.

\$'000	2022	2021
<b>Revenue and other income</b>		
Other income	127,463	427,709
<b>Expenses</b>		
Depreciation	(101,659)	(83,072)
Fair value adjustment on financial assets at fair value through profit or loss	659,023	(160,726)
Interest expense	(108,902)	(251,750)
Consulting fees	(314,242)	(1,011,125)
Legal fees	(883,017)	(541,908)
Directors fees and remuneration	(704,014)	(1,401,761)
Employee costs	(708,061)	(243,178)
Loss on issue of shares to settle liabilities	(9,274)	(759,339)
Other expenses	(841,403)	(788,888)
<b>Loss before tax from continuing operations</b>	<b>(2,884,086)</b>	<b>(4,814,038)</b>
Income tax expense	-	-
<b>Loss after income tax expense for the year attributable to the owners of Vango Mining Limited</b>	<b>(2,884,086)</b>	<b>(4,814,038)</b>
Other comprehensive income for the year	-	-
<b>Total comprehensive loss for the year attributable to the owners of Vango Mining Limited</b>	<b>(2,884,086)</b>	<b>(4,814,038)</b>
<b>Loss per share attributable to the ordinary equity holders of the company</b>		
Basic loss per share	(0.24) cents	(0.49) cents
Diluted loss per share	(0.24) cents	(0.49) cents

(d) Historical consolidated statement of cash flows

The historical consolidated statement of cash flows of the Vango Group set out below has been derived from Vango's audited consolidated statement of cash flows for the financial years ending 30 June 2021 and 30 June 2022. The consolidated statement of cash flows set out below should be read in conjunction with the accompanying notes to Vango's FY22 Annual Report and Vango's FY21 Annual Report.

\$'000	2022	2021
<b>Cash flows used in operating activities</b>		
Payments to suppliers and employees	(2,729,690)	(4,150,668)
Interest received	3	464
Other receipt	240,449	445,854
Interest paid	(9,450)	(251,750)
<b>Net cash flows used in operating activities</b>	<b>(2,498,688)</b>	<b>(3,956,100)</b>
<b>Cash flows used in investing activities</b>		
Proceeds from sale of financial assets	1,385,908	1,662,599
Payments for property, plant and equipment	(127,436)	(586,641)
Acquisition of exploration & evaluation assets	-	-
Payments for exploration and evaluation	(6,499,861)	(8,153,873)
Payments to mining rehabilitation fund	(90,287)	(82,494)
<b>Net cash flows used in investing activities</b>	<b>(5,331,676)</b>	<b>(7,160,409)</b>
<b>Cash flows from financing activities</b>		
Proceeds from issue of shares net of issue costs	170,000	14,632,860
Share issue transaction costs	-	(527,775)
Proceeds from borrowings	1,500,000	-
Repayment of borrowings	-	(751,266)
<b>Net cash flows from financing activities</b>	<b>1,670,000</b>	<b>13,353,819</b>
<b>(Decrease)/increase in cash and cash equivalents</b>	<b>(6,160,364)</b>	<b>2,237,309</b>
Cash and cash equivalents at the beginning of the year	6,186,363	3,949,054
<b>Cash and cash equivalents at the end of the year</b>	<b>25,999</b>	<b>6,186,363</b>

#### 4.7 Disclaimer

Vango is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Vango is subject to the Listing Rules which require continuous disclosure of any information Vango has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

In addition, Vango is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Vango may be obtained from, or inspected at, an ASIC office. A substantial amount of information about Vango, including its ASX announcements, is available in electronic form on Vango's website [www.vangominer.com](http://www.vangominer.com).

The most recent audited financial statements of Vango for the year ended 30 June 2022 were lodged with the ASX on 30 September 2022.

Further information about Vango will be contained in its Target's Statement.

## 5 Information on Vango's securities

### 5.1 Vango's issued securities

According to documents lodged by Vango with ASX as at the Last Practicable Date, the following securities in Vango are currently on issue:

Class	Number
<b>Listed securities</b>	
Ordinary shares	1,259,937,632
<b>Unlisted securities</b>	
Options exercisable at \$0.1120 with an expiry date of 20 August 2023 ( <b>L39 Options</b> )	6,000,000
Performance options exercisable at various exercise prices with various expiry dates ( <b>Performance Options</b> )	75,000,000
Vango Notes	151,250,000

### 5.2 Vango Convertible Securities

#### (a) Performance Options

As at the Last Practicable Date, Vango has 75,000,000 Performance Options on issue to various Vango Directors.

As disclosed in Vango's FY22 Annual Report, Vango issued a total of 100,000,000 Performance Options on 24 June 2019 to key management personnel as part of their remuneration. Of those, 25,000,000 expired on 18 June 2022 without being exercised.

The details of the Performance Options currently on issue are set out in the below table. The specific terms and conditions of the Performance Options are set out in Vango's notice of general meeting released on 1 May 2019.

Category	Expiry Date	Exercise Price	Shengqiang (Sean) Zhou	Bruce McInnes	Zhenzhu (Carol) Zhang	Total
C	18/06/24	\$0.30	10,000,000	10,000,000	5,000,000	25,000,000
D	18/06/24	\$0.35	5,000,000	5,000,000	2,500,000	12,500,000
E	18/06/24	\$0.50	5,000,000	5,000,000	2,500,000	12,500,000
F	18/06/24	\$0.60	10,000,000	10,000,000	5,000,000	25,000,000
<b>Total</b>	-	-	<b>30,000,000</b>	<b>30,000,000</b>	<b>15,000,000</b>	<b>75,000,000</b>

Catalyst has entered into option cancellation agreements with the holders of the Performance Options (each dated on or about 9 January 2023), whereby each has agreed to cancel for nil consideration all of the Performance Options held by each of them if Catalyst acquires a Relevant Interest in at least 50.1% of Vango Shares on issue and the Offer becomes (or is declared) unconditional by the date which is 3 Business Days after the end of the Offer Period (**Option Cancellation Deeds**).



(b) L39 Options

As of the Last Practicable Date, Vango has 6,000,000 unlisted options on issue to L39 exercisable at \$0.1120 per option and which expire on 20 August 2023 (**L39 Options**). The terms and conditions of the L39 Options are set out in Vango's notice of general meeting released on 13 July 2020.

Catalyst and Vango have agreed that as soon as practicable after Catalyst makes the Offer, Catalyst and Vango will make an offer to L39 for the cancellation of the L39 Options, conditional on Catalyst acquiring a Relevant Interest in at least 50.1% of Vango Shares on issue by the end of the Offer Period and the Offer becoming (or being declared) unconditional and any necessary ASX waivers.

(c) Vango Notes

On 1 April 2022, Vango announced that it secured a funding package of up to \$10 million from Collins St Value Fund (**CSVF**) to advance exploration and development at the Marymia Gold Project. The funding package consisted of:

- Tranche 1: an issue of convertible notes with a subscription value of \$7.5 million (face value of \$9.075 million) that may be converted for a price of \$0.06 per Vango Share; and
- Tranche 2: at Vango's election and within 12 months from the issue of the Tranche 1 convertible notes, an issue of additional convertible notes with a subscription value of \$2.5 million (face value of \$3.025 million) that may be converted for a price of \$0.06 per Vango Share. Vango has not drawn on the Tranche 2 Notes as at the Last Practicable Date.

The Vango Shareholders approved the issue of the 151,250,000 Vango Notes to CSVF at Vango's general meeting held on 16 June 2022, the terms and conditions of which are summarised in Vango's notice of general meeting released to the ASX on 16 May 2022.

On 10 January 2023, Catalyst and CSVF entered into a binding term sheet with (**Term Sheet**) under which CSVF agreed to redeem all of the Vango Notes for nil cash consideration and Catalyst agreed to issue the outstanding face value of the Vango Notes in the form of new convertible notes in Catalyst (**Catalyst Notes**), subject to Catalyst making a takeover bid for all the issued Vango Shares and Catalyst acquiring 100% of all Vango Shares. The condition must be satisfied by 10 July 2023 unless the compulsory acquisition process under Chapter 6A of the Corporations Act is occurring, or there are reasonable prospects that Catalyst will obtain further acceptances such that Catalyst will likely acquire 100% of all of the issued Vango Shares. Notwithstanding this, if Catalyst has not acquired 100% of all of the issued Vango Shares by 10 September 2023, the agreement will terminate. The condition may only be waived by both parties in writing.

Subject to the satisfaction of the condition to the Term Sheet, CSVF has agreed to subscribe for the Catalyst Notes on the following terms:

- (i) the Conversion Price will be at a price per Catalyst Share of a 20% premium to the 30-day VWAP of Catalyst Shares on the ASX prior to the Announcement Date;
- (ii) the maturity date of the Catalyst Notes will be 31 March 2024;
- (iii) Catalyst may redeem the Catalyst Notes at any time prior to the Maturity Date by paying the full outstanding face value of the Catalyst Notes, and by issuing the number of options to acquire Catalyst Shares calculated by dividing the

outstanding face value of the Catalyst Notes by the Conversion Price. Each option will expire on the maturity date of the Catalyst Notes, will be exercisable into Catalyst Shares at an exercise price equivalent to the Conversion Price and will otherwise be on the usual terms of unquoted options issued by companies listed on the ASX;

- (iv) if there is a change of control of Catalyst and CSVF does not elect to convert the Catalyst Notes, Catalyst may redeem the Catalyst Notes by paying CSVF an additional amount equivalent to 3.0% of the outstanding face value of the Catalyst Notes that are redeemed but will not be required to issue the options contemplated above. However, Catalyst may not redeem the Catalyst Notes during the 30 day period after the board of Catalyst recommends that Catalyst Shareholders accept a takeover bid for Catalyst Shares or the Catalyst Board otherwise recommends a merger between Catalyst and another company; and
- (v) the existing security over Vango and its assets will remain but will secure the obligations of Catalyst in relation to the Catalyst Notes. In addition, Catalyst will grant CSVF first ranking security over all Vango Shares held by Catalyst.

Further details regarding the terms of the Catalyst Notes will be set out in Catalyst's notice of meeting seeking Catalyst shareholder approval in relation to the Catalyst Notes.

### 5.3 Vango's employee incentive scheme

The shareholders of Vango approved an employee incentive scheme at a general meeting held on 8 October 2021, the terms and conditions of which are summarised in Vango's notice of general meeting released to the ASX on 7 September 2021.

### 5.4 Vango's Share Loan Plan

The shareholders of Vango approved Vango's 2021 Share Loan Plan at a general meeting held on 8 October 2021, the terms and conditions of which are summarised in Vango's notice of general meeting released to the ASX on 7 September 2021 (**Vango Share Loan Plan**).

The Vango Share Loan Plan provides that all loans will be forgiven upon a change of control occurring, which Catalyst understands will occur upon the Offer being declared unconditional and Catalyst acquiring a Relevant Interest in at least 50.1% of Vango Shares.

### 5.5 Vango's substantial shareholders

As at the Last Practicable Date, based on Vango's FY22 Annual Report and any subsequent substantial holder notices lodged with ASX, the substantial holders of Vango were:

Substantial holder	Number	Percentage*
Yanchao (Hunter) Guo	163,839,254	13.00%
Zhenzhu (Carol) Zhang	160,757,026	12.76%
Shengqiang (Sean) Zhou	96,123,203	7.63%
Bruce McInnes	69,371,373	5.51%
Jianhua Li	64,000,000	5.08%

\* Based on there being 1,259,937,632 Vango Shares currently on issue and excluding any new Vango Shares to be issued in connection with the Offer or on exercise or vesting of Vango's convertible securities.

## 5.6 Recent trading of Vango Shares

Vango Shares are quoted on ASX. Set out below is a table showing relevant trading prices of Vango Shares on ASX:

Comparative trading price of Vango Shares	Price
Highest trading price in the 4 months up to and including the Last Practicable Date	\$0.044
Lowest trading price in the 4 months up to and including the Last Practicable Date	\$0.035
Closing price of Vango Shares traded on ASX on the Last Practicable Date	\$0.044

## 5.7 Vango's dividend history

No dividends have been paid on Vango Shares.

## 5.8 Catalyst's interests in Vango Shares

As at the date of this Bidder's Statement, Catalyst's voting power in Vango was 19.99% and Catalyst had a Relevant Interest in 251,908,894 Vango Shares. See section 10.5 for further details regarding the Pre-Bid Acceptance Deeds Catalyst has entered into.

## 5.9 Consideration provided by Vango Shares during previous four months

Except for the Relevant Interest in Vango Shares acquired by Catalyst pursuant to the Pre-Bid Acceptance Deeds outlined in section 10.5 below, Catalyst and its associates have not acquired or disposed of Vango Shares during the period of four months before the date of this Bidder's Statement.

## 5.10 No collateral or other benefits

During the period of four months before the date of this Bidder's Statement, neither Catalyst nor any associate of Catalyst gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- accept the Offer; or
- dispose of Vango Shares,

and which is not offered to all holders of Vango Shares under the Offer.

During the period from the date of this Bidder's Statement to the date before the date of the Offer, neither Catalyst nor any associate of Catalyst gave, or offered to give, or agreed to give a benefit to another person which was likely to induce the other person, or an associate of the other person, to:

- accept the Offer; or
- dispose of Vango Shares,

and which is not offered to all holders of Vango Shares under the Offer.

## 5.11 No escalation agreements

Neither Catalyst nor any associate of Catalyst has entered into any escalation agreement that is prohibited by section 622 of the Corporations Act.

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## 6 Intentions of Catalyst

### 6.1 Introduction to intentions

This section 6 sets out the intentions of Catalyst on the basis of facts and public information concerning Vango which are known to Catalyst as at the Last Practicable Date, in relation to the following:

- the continued operation of Vango;
- any major changes to be made to the operation of Vango;
- the future employment of Vango employees; and
- the compulsory acquisition of Vango Shares and the removal of Vango from the official list of ASX.

While Catalyst has conducted due diligence on Vango, Catalyst does not have detailed knowledge of all material information necessary to reach final decisions as to its intentions. Catalyst will only reach final decisions in light of material facts and circumstances at the relevant time and following completion of the review of Vango's operations referred to below.

Accordingly, the statements set out in this section 6 are statements of current intentions only and may vary as new information becomes available or circumstances change.

### 6.2 Intentions on acquiring 90% or more of Vango Shares

This section 6.2 describes Catalyst's intentions if at the end of the Offer Period, Catalyst:

- receives valid acceptances of at least 75% (by number) of the Vango Shares not held by Catalyst (and its associates); and
- acquires a Relevant Interest in at least 90% (by number) of the Vango Shares then on issue.

#### (a) Compulsory acquisition of Vango Shares

If Catalyst and its associates collectively have Relevant Interests in at least 90% of Vango Shares during, or at the end of the Offer Period, Catalyst intends to give a notice pursuant to Part 6A.1 of the Corporations Act to compulsorily acquire all outstanding Vango Shares, even if Vango Shares to which those notices relate are issued after the Offer closes but before notices are given (pursuant to section 661A(4)(b) of the Corporations Act).

Vango Shareholders should consult their legal advisors for a determination of their legal rights with respect to any compulsory acquisition.

The income tax consequences to a Vango Shareholder of a compulsory acquisition may differ from the income tax consequences to such Vango Shareholder accepting the Offer. See section 9 for further information on taxation considerations for Vango Shareholders who dispose their Vango Shares under the Offer.

#### (b) ASX listing

At the conclusion of the compulsory acquisition process, Catalyst intends to arrange for Vango to be removed from the official list of the ASX.

(c) Strategic review

Catalyst intends to conduct a strategic review of Vango's operations following completion of the Offer. The strategic review provides an opportunity to re-set the exploration and development strategy at Marymia. As part of this review, Catalyst intends to focus on the following areas (amongst others):

- (i) reviewing Vango's existing deposits, exploration opportunities and priorities to assess their technical prospects, costs to maintain, expenditure commitments and overall commercial justification;
- (ii) identifying additional targets in Vango's tenement package that may warrant additional exploration activity to determine future potential development projects; and
- (iii) undertaking a general review of Vango's operations in order to remove duplications and integrate Catalyst's and Vango's organisational structures.

As the strategic review is undertaken, Catalyst will determine the level and type of financial and other resources needed to support exploration and development activities at Marymia.

(d) Vango Board

Catalyst intends to replace all members of the Vango Board with its own nominees. The identity of such nominee directors has not yet been finally determined, but it is expected they will be predominantly drawn from the current directors and management of Catalyst.

(e) Impact on Vango's executives and employees

As part of its strategic review, Catalyst will evaluate the future operation and management requirements of the Combined Group. Depending on the outcome of this review, there may be changes to the staffing requirements of the Combined Group.

Catalyst understands that Vango presently undertakes its activities utilising a small number of employees and consultants. As part of the strategic review, Catalyst intends to evaluate the future operation and management requirements of Vango.

Catalyst has no present intention to terminate the employment of any Vango employees but subject to the review result, adjustments to Vango's existing workforce arrangements may be required. Should any redundancies or other changes to their employment arrangements occur, the relevant employees will be treated in accordance with their contractual and other legal entitlements.

### 6.3 Intentions on acquiring more than 50.1% but less than 90% of Vango Shares

This section 6.3 describes Catalyst's currently held intentions if it were to acquire a Relevant Interest in at least 50.1% but less than 90% of Vango's Shares on issue.

The ability of Catalyst to implement any of the intentions set out in section 6.3 will be subject to, among other things:

- the 70% minimum acceptance Condition being satisfied or Catalyst declaring the Offer free from the 70% minimum acceptance Condition (or any other Condition);
- the legal obligations of the Vango Directors;

- the requirements of the Corporations Act relating to transactions between related parties; and
- potentially the Listing Rules relating to transactions between related parties (provided Vango remains listed on the ASX).

These shareholder protections may limit or modify the implementation of the intentions outlined below. As a result of those requirements, the approval of minority Vango Shareholders may be required for the implementation of some of the intentions outlined below.

Subject to the limitations noted above, Catalyst's intentions for Vango as a part owned controlled entity are as follows:

(a) Directors

Subject to the Corporations Act and Vango's constitution, Catalyst intends to seek to replace some of the members of the Vango Board so that Catalyst nominees constitute at least a majority of the members of the Vango Board. No decision has been made at this stage about the identity of the proposed nominees to the Vango Board or which current Vango Directors would be removed.

(b) Strategic review

If, following the Offer Period, Vango becomes a controlled entity but not a wholly owned subsidiary of Catalyst, it is the present intention of Catalyst to attempt to procure that the Vango Board implements the objectives outlined in section 6.2(c) to the extent possible and appropriate, noting the limitations outlined above.

Following the end of the Offer Period, Catalyst would continue to monitor the performance of Vango and as appropriate conduct a strategic review of Vango's structure, assets, business, personnel and operations. Following this process, the executive management of Vango may be enhanced or supplemented by Catalyst, with a view to ensuring Vango has the best possible skills and resources available to undertake its business.

(c) Funding arrangements

Directors of Vango would need to decide at the time funds are required the most appropriate method of raising capital to fund Vango's operations. While Vango is not in the production stage, Catalyst would anticipate that funding would most likely be way of equity raising and that subject to market conditions at the time, the information then known about Vango and its assets and proposed use of funds, Catalyst would likely wish to provide further equity capital to Vango, however it is not obliged to do so.

(d) Further acquisition of interest in Vango

Catalyst may, at some later time, acquire further Vango Shares in a manner consistent with the Corporations Act and any other applicable laws.

It is possible that, even if Catalyst is not entitled to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act; for example, as a result of acquisitions of Vango Shares in reliance on the "3% creep" exception in item 9 of section 611 of the Corporations Act. If so, it may exercise those rights.

#### **6.4 Intentions for Vango if not controlled by Catalyst**

Catalyst reserves its right to declare the Offer free from the 70% minimum acceptance Condition (or any other Condition) to the Offer. However, it has made no decision as to whether it will do so.

This section 6.4 describes Catalyst's intentions if it were to declare the Offer free of the 70% minimum acceptance Condition and if Vango does not become a controlled entity of Catalyst. In that circumstance:

- Catalyst does not expect to be in a position to give effect to the intentions set out in sections 6.2 or 6.3 of this Bidder's Statement; and
- Catalyst's current intention is to continue to hold any stake in Vango with a view to maximising returns for its investment (this may result in Catalyst acquiring additional shares, to the extent permitted by law).

#### **6.5 Limitations in giving effect to intentions**

The ability of Catalyst to implement the intentions set out in this section 6 will be subject to the legal obligations of the Catalyst Directors to have regard to the interests of Catalyst and all Catalyst Shareholders, and the requirements of the Corporations Act and the Listing Rules relating to transactions between related parties. Catalyst will only make a decision on the above mentioned courses of action following legal and financial advice in relation to those requirements.



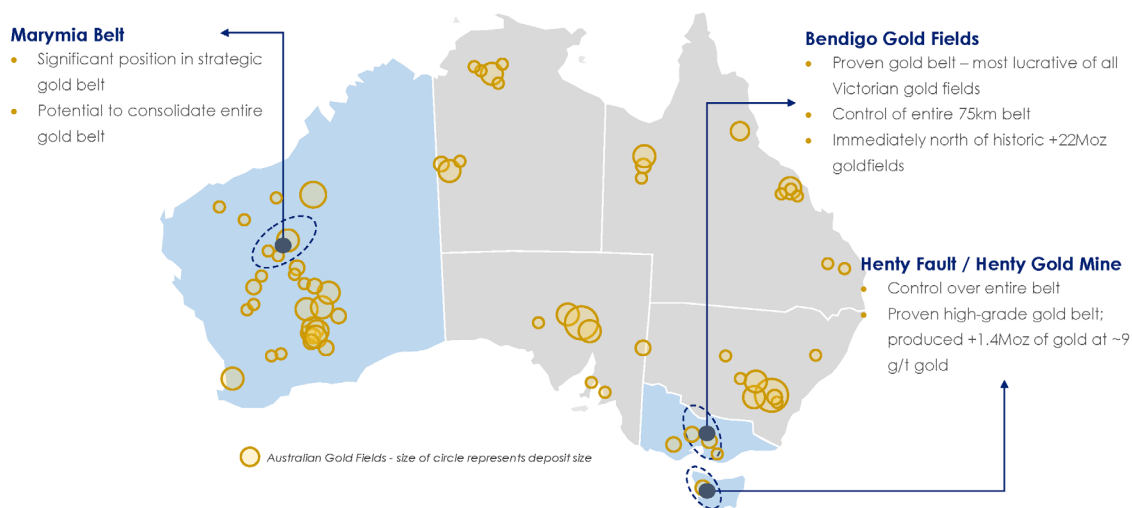
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## 7 Profile of the Combined Group

### 7.1 Overview of the Combined Group

Following completion of the Offer you will become a shareholder in a financially stronger company with a positive growth outlook and continue to participate in the growth of Vango's business as its competencies are complementary to Catalyst's compelling strategic platform. Following the completion of the Offer, the Combined Group will have:

- an attractive portfolio of complementary high grade resources across three strategically located Australian gold belts and existing processing infrastructure, comprising:
  1. In Victoria, a large, contiguous dominant tenement package covering 75 kilometres of strike length immediately north of the proven +22Moz Bendigo goldfields and host to the most developed gold project in the Bendigo/Fosterville area (Agnico Eagle's high grade Fosterville gold mine);
  2. In Tasmania, a strategic tenement package covering 25 kilometres of strike length of the under explored Henty fault and home to the Henty Gold Mine which has produced 1.4Moz of gold at a head grade of 8.9 g/t gold; and
  3. In WA, a large tenement package with 40 kilometres of strike in the world-class Marymia Gold Belt where the existing 1Moz high grade resource has potential to significantly increase given largely underexplored nature of the tenement package, with close proximity to operating Plutonic mine providing strategic and development optionality;
- a pro-forma market capitalisation of \$184.6 million (before any market re-rating);
- a strong balance sheet of approximately \$19.3 million cash and cash equivalents and \$10.6 million debt;
- a combined Mineral Resource base of approximately 1.4Moz of gold from the Marymia Gold Project and Henty Gold Project, which is anticipated to increase with further systematic exploration;
- the ability to optimise exploration spend across the Combined Group's significant and more diversified exploration portfolio;
- the ability to leverage operational learnings generated from the Henty Gold Mine;
- a board and management team with a proven track record of developing and operating gold projects and delivering shareholder value; and
- enhanced scale, market relevance and trading liquidity.



The strategic benefits outlined above assume Catalyst achieves 100% ownership in Vango. Those strategic benefits may not be achievable or may only be achievable to a lesser extent at lower levels of Catalyst ownership in Vango.

## 7.2 Strategic and operational review

As described in section 6.2, following completion of the Offer, Catalyst intends to conduct a review of Vango's and the Combined Group's operations covering the strategic, financial and operating matters outlined in that section.

The outcome of this review has the potential to identify synergies that may result in cost savings for the Combined Group.

## 7.3 Effect of the Offer on Combined Group's Mineral Resources and Ore Reserves

If the Offer is successful, the Combined Group will have 1.4Moz of Mineral Resources at an average grade of 3.3 g/t and Ore Reserves of 115koz at an average grade of 3.6 g/t.

Catalyst is confident that it will deliver a Mineral Resource for its Four Eagles Gold Project situated within its broader Bendigo Goldfields tenement package in the 2023 financial year.

Please refer to Attachment C for further information regarding the Combined Group's Mineral Resources and Ore Reserves.

## 7.4 Capital structure of the Combined Group

Under the Offer, Catalyst is offering to issue Catalyst Shares to Vango Shareholders. The actual number of Catalyst Shares on issue at completion of the Offer will depend on the level of acceptances of the Offer and the number of Vango convertible securities converted into Vango Shares during the Offer Period.

The potential effect of the Offer on Catalyst's capital structure, assuming Catalyst acquires 100% of Vango, is summarised in the table below:

Capital structure of the Combined Group	Number held by Catalyst Shareholders	Number held by Vango Shareholders	Total for Combined Group <sup>1, 2</sup>
Ordinary shares <sup>3</sup>	98,456,148	54,779,897	153,236,045

Capital structure of the Combined Group	Number held by Catalyst Shareholders	Number held by Vango Shareholders	Total for Combined Group <sup>1, 2</sup>
Performance Rights	2,500,000 <sup>4</sup>	Nil	2,500,000
Options	250,000 <sup>5</sup>	Nil	250,000
<b>Total</b>	101,206,148	54,779,897	155,986,045
Diluted percentage <sup>6</sup>	64.9%	35.1%	100%
Undiluted percentage	64.3%	35.7%	100%

Notes:

1. Assumes Catalyst acquires 100% of Vango pursuant to the Offer and no Catalyst securities are issued other than under the Offer.
2. Excludes the Vango Notes and any replacement Catalyst Notes or options issued by Catalyst pursuant to the arrangement with CSVF as detailed in section 5.2(c).
3. Assumes that the Offer is accepted by all Vango Shareholders and the conditions to the Offer are satisfied or waived prior to the close of the Offer Period.
4. Performance rights issued to Catalyst's Managing Director, James Champion de Crespigny, on 16 December 2022 following Catalyst Shareholder approval at Catalyst's annual general meeting held on 17 November 2022, the terms of which are set out in Catalyst's notice of meeting released to ASX on 7 October 2022.
5. Options exercisable into Catalyst Shares issued to Catalyst key management personnel exercisable at \$3.00 with an expiry date of 30 November 2024.
6. Diluted to include all Catalyst options and performance rights.

## 7.5 Substantial holders of the Combined Group

Based on information known to Catalyst at the time of this Bidder's Statement and the information provided by Vango at section 4, the table below summarises the substantial shareholders of the Combined Group assuming that Catalyst acquires 100% of Vango Shares under the Offer:

Name	Catalyst Shares following completion of the Offer	Current Relevant Interest in Catalyst	Relevant Interest following completion of the Offer
St Barbara Limited	12,690,222	12.9%	8.3%
Hancock Prospecting (via Gold Exploration Victoria Pty Ltd)	12,495,278	12.7%	8.2%
Drill Investments Pty Ltd	7,375,000	7.5%	4.8%

## 7.6 Offer consideration

The consideration for the acquisition of the Vango Shares to which the Offer relates will be satisfied by the issue of Catalyst Shares. Based on the number of Vango Shares on issue as at the Last Practicable Date, the maximum number of Catalyst Shares which would be required to be issued under the Offer if every Vango Shareholder accepted the Offer is 54,779,897 Catalyst Shares.

The Offer itself is not subject to any financing conditions.

## 7.7 Pro forma historical financial information for the Combined Group

### (a) Basis of presentation

Set out below are the historical statements of financial position of Catalyst and Vango as of 30 June 2022 (together, **Historical Financial Information**) and the pro forma historical statement of financial position in relation to the Combined Group as of 30 June 2022 (**Combined Pro Forma Historical Financial Information**). The Historical Financial Information contained in section has been extracted from Catalyst's FY22 Annual Report, lodged with ASX on 3 October 2022, and Vango's FY22 Annual Report, lodged with ASX on 30 September 2022. Copies of the reviewed annual financial reports can be found on their respective websites, being [www.catalystmetals.com.au](http://www.catalystmetals.com.au) and [www.vangominer.com](http://www.vangominer.com).

The Combined Pro Forma Historical Financial Information has been prepared to reflect the acquisition of Vango by Catalyst pursuant to the Offer, assuming that the Offer becomes unconditional and the level of acceptances result in Catalyst acquiring 100% of Vango. The Combined Pro Forma Historical Financial Information is provided for illustrative purposes only and is prepared on the assumption that Vango became a wholly-owned subsidiary of Catalyst on 30 June 2022. It does not illustrate the financial position that may be contained in future financial statements of Catalyst and does not contain all disclosures required for a financial report under the Corporations Act. The Combined Pro Forma Historical Financial Information should be read in conjunction with the risk factors in section 8, other information contained in the Bidder's Statement, the accounting policies of Catalyst and Vango as disclosed in their most recent respective annual reports and information disclosed by the companies on ASX.

(b) Combined Pro Forma Historical Financial Information

A\$ in 000s	Historical as at 30 June 2022		Adjustments		Historical Pro Forma as at 30 June 2022
	Catalyst Audited	Vango Audited	Vango Convertible Notes (1)	Acquisition of Vango (2)	Total
Cash and cash equivalents	18,243	26	5,705	(4,700)	19,274
Other financial assets	3,000	-	-	-	1952B3,000
Trade and other receivables	3,431	203	-	-	3,634
Inventory	5,706	-	-	-	5,706
Other	-	52	-	-	52
<b>Total current assets</b>	<b>30,380</b>	<b>281</b>	<b>5,705</b>	<b>(4,700)</b>	<b>31,666</b>
Receivables	37	-	-	-	37
Financial assets at fair value through profit and loss	-	30	-	-	30
Property, plant and equipment	11,187	1,640	-	-	12,826
Exploration and evaluation expenditure	17,508	48,666	-	22,229	88,403
Mining development assets	20,428	-	-	-	20,428
Mining rehabilitation fund contribution	-	371	-	-	371
<b>Total non-current assets</b>	<b>49,159</b>	<b>50,706</b>	<b>-</b>	<b>22,229</b>	<b>122,095</b>
<b>Total assets</b>	<b>79,539</b>	<b>50,987</b>	<b>5,705</b>	<b>17,529</b>	<b>153,760</b>
Trade and other payables	12,003	2,762	-	-	14,764
Other - advances	1,515	-	-	-	1,515
Lease liabilities	640	-	-	-	640
Interest bearing liabilities	1,509	1,599	5,705	-	8,814
Employee benefits	1,589	53	-	-	1,642
<b>Total current liabilities</b>	<b>17,256</b>	<b>4,414</b>	<b>5,705</b>	<b>-</b>	<b>27,375</b>
Lease liabilities	124	-	-	-	124
Deferred consideration payable	800	-	-	-	800
Employee benefits	711	-	-	-	711
Provisions	2,928	3,615	-	-	6,543
<b>Total non-current liabilities</b>	<b>4,563</b>	<b>3,615</b>	<b>-</b>	<b>-</b>	<b>8,178</b>
<b>Total liabilities</b>	<b>21,819</b>	<b>8,029</b>	<b>5,705</b>	<b>-</b>	<b>35,552</b>
<b>Net assets</b>	<b>57,720</b>	<b>42,959</b>	<b>-</b>	<b>17,529</b>	<b>118,208</b>
Issued capital	73,239	126,440	-	(61,252)	138,427
Reserves	493	16,765	-	(16,765)	493
Accumulated losses	(16,012)	(100,247)	-	95,547	(20,712)
<b>Total equity</b>	<b>57,720</b>	<b>42,959</b>	<b>-</b>	<b>17,529</b>	<b>118,208</b>

(c) Pro forma adjustments

The following pro forma adjustments have been made for the purposes of preparing the Combined Pro Forma Historical Financial Information:

**Adjustment 1:** reflects the Vango Notes issued to CSVF by Vango pursuant to the convertible note agreement between Vango and CSVF dated 31 March 2022. Vango received \$7.5 million for Tranche 1 of the Vango Notes. Vango repaid the \$1.5 million cash advance facility referred to in Note 18 of Vango's FY22 Annual Report and accrued interest of \$89k on 17 July 2022. Transaction costs of \$206k were incurred as a part of this arrangement.

**Adjustment 2:** reflects the provisional estimated accounting for the acquisition of Vango based on the provisional amounts shown below and an estimated \$4.7 million of one off transaction costs associated with the Offer which will be expensed. This includes an estimate of \$3.5 million of stamp duty payable and \$1.2 million in other transaction costs recognised as an outflow of cash and cash equivalents.

The accounting for the acquisition of Vango reflects the:

- derecognition of the contributed equity of Vango of \$126.044 million;
- derecognition of pre-acquisition accumulated losses and reserves of Vango of \$(100.247) million and \$16.765 million respectively; and
- estimated equity consideration of \$65.188 million.

The consideration for the acquisition of Vango is the fair value of the equity interests issued by Catalyst. For the purposes of the pro-forma adjustments, this has been estimated as \$65.188 million, based on the assumption that 1,096.870 million Vango Shares and a further 163.068 million Vango share loan plan shares are transferred in exchange for 54.780 million Catalyst at an assumed Catalyst Share price of \$1.19 per share, which has been determined based on the recent Catalyst closing share prices.

The initial estimates of the acquisition accounting undertaken for the purposes of the compilation of the Combined Pro Forma Historical Financial Information are discussed below. These estimates will be updated based on the actual assets and liabilities acquired on completion of the Offer. Therefore, the figures above are illustrative only and the actual impact of the acquisition accounting will differ from that presented above.

The following table details the initial estimate of the allocation of the estimated amount to be allocated to the net identifiable assets:

	A\$m
<b>Total amount to be allocated</b>	<b>65.188</b>
Net Assets acquired - Vango (i) (ii)	42.959
<b>Residual value allocated to Exploration and evaluation expenditure (iii)</b>	<b>22.229</b>

In estimating the above purchase price allocation, the following assumptions have been made:

- (i) the historical carrying value of assets and liabilities recognised on the pre-merger Statements of Financial Position for Vango at 30 June 2022 are assumed to equal their fair value;

- (ii) for the purpose of preparing the Combined Pro Forma Historical Statement of Financial Position, it has been assumed that there will be no change to the tax cost bases and fair value of mine properties following the acquisition. This is an assumption and detailed analysis will be undertaken post acquisition; and
- (iii) the remaining purchase price (\$22.229 million) has been allocated to exploration and evaluation expenditure.

*Purchase consideration sensitivity*

The following table shows the sensitivity of the calculation of the purchase consideration and the residual value allocated to Exploration and evaluation expenditure to changes in Catalyst's share price. This has been prepared assuming 1,096.870 million Vango Shares and a further 163.068 million Vango share loan plan shares are transferred in exchange for 54.780 million Catalyst Shares.

<b>Catalyst share price (A\$)</b>	1.10	1.15	1.19*	1.25	1.30
Implied purchase consideration (A\$m)	60.258	62.997	65.188	68.475	71.214
Increase / (decrease) to Exploration and evaluation expenditure (A\$m)	17.299	20.038	22.229	25.516	28.255

\* Assumption used in pro forma adjustment.

- (d) Pro forma adjustments if Catalyst controls only 50.1% of Vango

In the event that at the end of the Offer Period Catalyst only controls 50.1% of Vango Shares but Catalyst has declared the Offer free from the 70% minimum acceptance Condition, the Combined Pro Forma Historical Financial Information as at 30 June 2022 presented above would remain as is given Catalyst would still be able to consolidate Vango for accounting purposes, but Catalyst would have a negative line item on its balance sheet to account for the non-controlling interests of the minority shareholders.

- (e) Notes to Combined Pro Forma Historical Financial Information

The Combined Pro Forma Historical Financial Information as at 30 June 2022 has been prepared in a manner consistent with the recognition and measurement principles contained in Australian Accounting Standards, applied to the Historical Financial Information and the events or transactions to which the pro forma adjustments relate, as if those events or transactions had occurred as at 30 June 2022.

A preliminary assessment of the Catalyst and Vango accounting policies has not identified any material differences in accounting policies adopted.

The financial impact of Vango adopting Catalyst's accounting policy on acquisition by Catalyst is not known and will be subject to the fair value assessment of Vango's exploration and evaluation assets at the date of acquisition.

In preparing the Combined Pro Forma Historical Financial Information, no adjustments have been made to reflect the operating efficiencies and administrative cost savings that may result from the operations of the Combined Group (as compared to those of Catalyst and Vango as separate entities). Further, the Combined Pro Forma Historical Financial Information does not reflect all transactions which may have occurred since 30 June 2022, as discussed further below:

- (i) the trading of Catalyst and Vango since 30 June 2022, except as outlined in Pro-Forma Adjustments (1) and (2);



- For personal use only
- (ii) any potential synergies, any costs of realising synergies and business improvements arising following implementation of the Offer;
  - (iii) finalisation of the purchase price accounting for the Offer, including identification and measurement of all purchase price accounting allocations and tax cost base resetting; and
  - (iv) any changes to the debt structure of the Combined Group as a consequence of the change of control as a result of the Offer and any associated borrowing costs.

These items are not reflected in the above Combined Pro Forma Historical Financial Information as at 30 June 2022.

## **7.8 Forecast financial information for the Combined Group**

The Catalyst Board has given consideration as to whether a reasonable basis currently exists to produce forecast financial information in relation to the Combined Group. The Catalyst Board has concluded that any forecast financial information would have the potential to be misleading and a reasonable basis does not exist for producing such financial forecasts that would be sufficiently meaningful and reliable. This is mainly due to Catalyst's exploration and development focus, the uncertainty of commodity prices and the strategic review of Vango and its assets as detailed in section 6.

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## 8 Risk factors

### 8.1 Overview of risk factors

If the Offer becomes unconditional, Vango Shareholders who accept the Offer will become Catalyst shareholders, and Catalyst will acquire an interest in Vango.

In that event, Vango Shareholders will continue to be indirectly exposed to the risks associated with having an interest in Vango. A number of risks and uncertainties, which are both specific to Catalyst and the Combined Group and of a more general nature, may affect the future operating and financial performance of the Combined Group and the value of Catalyst Shares. There are also additional risks relating to the Offer and the Combined Group, to which Vango Shareholders will be exposed through their holding of Vango Shares. There are also numerous widespread risks associated with investing in the share market generally as well as specific risks associated with Catalyst's business. These risk factors are largely beyond the control of Catalyst and its Directors because of the nature of Catalyst's business. The following summary, which is not exhaustive, represents some of the major risk factors which potential investors need to be aware of.

This section does not take into account the investment objectives, financial situation, position or particular needs of Vango Shareholders. You should carefully consider the following risk factors, as well as the other information provided by Catalyst, and consult your financial and legal advisers before making a decision as to whether to accept the Offer.

### 8.2 Risks relating to the Offer

#### (a) Issue of Catalyst Shares as consideration

Vango Shareholders are being offered consideration under the Offer that consists of a specified number of Catalyst Shares, rather than a number of Catalyst Shares with a specified market value. As a result, the value of the consideration will fluctuate depending on the market value of the Catalyst Shares.

Furthermore, under the Offer, Catalyst will issue a significant number of Catalyst Shares. Some Vango Shareholders may not intend to continue to hold their Catalyst Shares and may wish to sell them on ASX. There is a risk that if a significant number of Vango Shareholders seek to sell their Catalyst Shares, this may adversely impact the price of Catalyst Shares.

#### (b) Discussions with Superior Gold

As part of its evaluation of the Marymia-Plutonic gold belt, Catalyst has evaluated numerous regional opportunities. As noted in section 2.3 above, this includes ongoing commercial discussions with Superior Gold, which owns the operating Plutonic gold mine adjacent to the Marymia Gold Project.

Any such future transaction would be accompanied by the risks commonly encountered in transactions of resource projects, including due diligence risks, pricing risks, execution risks (including the incurrence of potentially significant transaction costs) or dilution risks. In the present case those risks are exacerbated by the preliminary nature of discussions with Superior Gold and the absence of agreement on any commercial terms. Accordingly, Vango Shareholders are cautioned not to place any reliance on the potential for further Marymia-Plutonic Gold Belt consolidation when making decisions in relation to the Offer or an investment in Catalyst.

(c) Due diligence

Information relating to Vango that has been presented in, or omitted from, this Bidder's Statement, including all Vango financial information, has been based on publicly available information. Catalyst has only had the opportunity to carry out limited non-public due diligence in respect of Vango. Any inaccuracy or omission in publicly available information or information provided in due diligence may adversely affect the results of operations of the Combined Group.

In addition, Vango may be a party to contracts that grant the counterparty certain rights (including review or termination) on a change of control of Vango. An exercise of these rights by a counterparty may adversely affect Vango or the Combined Group.

Vango Shareholders should also note there are no assurances that any due diligence conducted to date, or to be conducted moving forward, was conclusive or that all material issues and risks in respect of the acquisition of Vango have been identified, avoided or managed appropriately. Therefore, there is a risk that unforeseen issues and risks may arise, which may also have a material impact on Catalyst. This could adversely affect the operations, financial performance or position of Catalyst.

(d) Integration risks

There are risks that any integration between the businesses of Catalyst and the Vango Group may take longer than expected and that anticipated efficiencies and benefits of that integration may be less than estimated. These risks include possible differences in the management culture of the two groups, inability to achieve synergy benefits and cost savings, different accounting systems and the potential loss of key personnel, suppliers or other contractual arrangements.

(e) Accounting for the Offer

Catalyst will be required to perform a fair value assessment of all Vango's assets and liabilities if the Offer is successful. This assessment may result in increased non-cash depreciation and amortisation charges. There is a risk that these charges may be substantially greater than those that would exist in Catalyst and Vango as separate businesses. This may reduce the future earnings of the Combined Group.

(f) Risks associated with retention of a minority stake

There are some risks associated with the Offer for Vango Shareholders who do not accept the Offer and remain Vango Shareholders. If, in connection with or following the Offer, Catalyst acquires between 90% and 100% of the Vango Shares, Catalyst may be entitled to compulsorily acquire the remaining shares of the Vango Shareholders and apply to remove Vango from the official list of the ASX.

If, in connection with the Offer, Catalyst acquires more than 50.1% but less than 90% of the Vango Shares, Catalyst will hold a controlling interest in Vango, subject to Catalyst also declaring the Offer free from the 70% minimum acceptance Condition. In that circumstance, the remaining Vango Shareholders will be in a minority position in a company with a large controlling shareholder whose objectives for the company may differ from their own. They could also encounter a lower level of liquidity in Vango Shares than exists today, which could result in a lower price for those Vango Shares should they wish to sell them in future. In certain circumstances, Vango may also be removed from the official list of the ASX.

If, following the Offer, Catalyst does not acquire a Relevant Interest of at least 70% of the Vango Shares, it may choose to waive the minimum acceptance Condition of its Offer

resulting in Catalyst holding a non-controlling interest in Vango. If this occurred, it is possible that Catalyst and another person or persons could each hold large minority interests in Vango. In such a situation, any commercial misalignment between large minority shareholders could impact on the efficient and effective governance of Vango and could adversely affect its ongoing performance.

(g) Potential unavailability of CGT scrip-for-scrip roll-over relief

Vango Shareholders who accept the Offer and receive Catalyst Shares may, in some circumstances (particularly where Catalyst does not obtain 80% or more of the Vango Shares under the Offer) have a CGT liability but will not be able to elect CGT scrip-for-scrip roll-over relief in respect of the Catalyst Shares received under the Offer.

A summary of the general Australian income tax, stamp duty and GST implications of accepting the Offer are set out in section 9 of this Bidder's Statement. Vango Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances. To the maximum extent permitted by law, Catalyst, its officers and each of their respective advisers accept no liability and responsibility with respect to the taxation consequences of applying for Catalyst Shares in connection with the Offer.

### 8.3 Specific risks relating to Catalyst and the Combined Group

(a) Funding risks and capital requirements

Catalyst's and the Combined Group's future capital requirements will depend on a number of factors including (without limitation) further acquisitions, integration costs, divestments and commodity prices. The Combined Group may be required to seek additional financing (either in the form of debt or equity) and there is no guarantee that the Combined Group will be able to secure the required level of funding. Any debt financing, if available, may involve restrictions on the Combined Group's financing and operating activities, or its business strategy and additional equity financing may dilute shareholders and may be undertaken at lower prices than the current market price. No assurances can be made that appropriate capital or funding, if and when needed, will be available on terms favourable to the Combined Group or at all. If the Combined Group is unable to obtain additional financing as needed, it may be required to reduce, delay or suspend its operations and this could have a material adverse effect on the Combined Group's operations and financial position.

In the ordinary course of operations and development, the Combined Group will be required to issue financial assurances, particularly assurances and bond/bank guarantee instruments, to secure statutory and environmental performance undertakings and commercial arrangements. The Combined Group's ability to provide such assurances is subject to external financial and credit market assessments and its own financial position.

Catalyst may also raise funds, including potentially during the Offer Period, in connection with its exploration activities, administrative and working capital needs and to fund potential acquisitions, mergers and investment opportunities. See section 8.3(g) in relation to the risks associated with potential acquisitions and section 8.2(b) in relation to the specific risks associated with Catalyst's discussions with Superior Gold.

(b) Exploration and development risks

The business of mineral exploration, project development and production, by its nature, contains elements of significant risk with no guarantee of success. There is no guarantee

of development of any of the Combined Group's projects, including Vango's projects. Ultimate and continuous success of activities is dependent on many factors such as:

- the discovery and/or acquisition of economically recoverable reserves;
- access to adequate capital for project development;
- design and construction of efficient development and production infrastructure within capital expenditure budgets;
- securing and maintaining title to tenements;
- obtaining regulatory consents and approvals necessary for the conduct of mineral exploration, development and production;
- securing plant and equipment, particularly given equipment utilisation rates are high in the current period of Western Australian exploration/production activity, hence competition for such equipment may also be high; and
- access to competent operational management and prudent financial administration, including the availability and reliability of appropriately skilled and experienced employees, contractors and consultants.

Even a combination of experience, knowledge and careful evaluation may not be able to overcome the inherent risks associated with exploring prospective tenements. There can be no assurance that exploration of the tenements (or any other tenements that may be acquired in the future), will result in the development of economically viable deposits of gold or other minerals. In the event that exploration programs are unsuccessful this could lead to a diminution in the value of the Combined Group's projects, a reduction in the cash reserves of the Combined Group and possible relinquishment of part or all of its projects.

The discovery of mineral deposits including gold deposits is dependent on a number of factors, including the technical skills of the exploration personnel involved and the success of the adopted exploration plan. In addition, there can be a time lag between the commencement of drilling and, if a viable mineral deposit(s) is discovered, the commencement of commercial operations. Even if an apparently viable resource is identified, there is no guarantee that it can be economically exploited due to various issues including lack of ongoing funding, adverse government policy, geological conditions, commodity prices or other technical difficulties.

These factors may affect the Combined Group's ability to establish mining operations, continue with its projects, earn income from its potential future operations and may affect Catalyst's share price.

If a viable mineral deposit(s) is to be developed, the Combined Group will need to apply for a range of environmental and development authorisations which may or may not be granted on satisfactory terms. The future exploration and development activities of the Combined Group may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title and Aboriginal heritage processes, obtaining government authorisations including environmental, changing government regulations and many other factors beyond the control of the Combined Group. The success of the Combined Group will also depend on the Combined Group having access to sufficient development capital, being able to maintain title to its projects and obtaining all required approvals for its activities.

(c) Operating risk

The Combined Group's assets and mining operations, as any others, will be subject to uncertainty with respect to (among other things): ore tonnes, mine grade, ground conditions, metallurgical recovery or unanticipated metallurgical issues (which may affect extraction costs), infill resource drilling, mill performance, the level of experience of the workforce, operational environment, funding for development, regulatory changes, accidents and other unforeseen circumstances such as unplanned mechanical failure of plant or equipment, storms, floods, bushfires or other natural disasters.

The occurrence of any of these circumstances could result in the Combined Group 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 the Combined Group's financial and operational performance.

(d) Mineral Resources and Ore Reserves estimation risk

The estimation of Mineral Resources and Ore Reserves are expressions of judgement based on knowledge, experience and industry practice. The reported estimates, which were valid when originally estimated, may alter significantly when new information or techniques become available. As the Combined Group obtains new information through additional drilling and analysis, and potentially other factors such as expectations of obtaining government authorisations, Ore Reserves and Mineral Resources estimates are likely to change. This may result in alterations to the Combined Group's exploration, development and production plans which may, in turn, positively or negatively affect the Combined Group's operations and financial position. In addition, by their very nature, Mineral Resources and Ore Reserves estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate.

Whilst Catalyst intends, as at the date of this Bidder's Statement, to undertake exploration activities with the aim of defining new Mineral Resources, no assurances can be given that exploration will result in the determination of a new resource. Even if a resource is identified, no assurance can be provided that this can be economically extracted.

(e) Metallurgical risks

Metal and/or mineral recoveries are dependent on the metallurgical process that is required to liberate economic minerals and produce a saleable product and by nature contain elements of significant risk such as:

- identifying a metallurgical process through test work to produce a saleable metal and/or concentrate;
- developing an economic process route to produce a metal and/or concentrate; and
- changes in mineralogy in the ore deposit can result in inconsistent metal recovery, affecting the economic viability of the project.

(f) Payment and expenditure obligations risks

Pursuant to the licences comprising Catalyst's projects, Catalyst is subject to payment and expenditure obligations. In particular, tenement holders are required to expend the funds necessary to meet the minimum work commitments attaching to the tenements. Failure to meet these work commitments may render the tenements subject to forfeiture or result in the tenement holders being liable for penalties or fees. Further, if any contractual obligations are not complied with when due, in addition to any other remedies



that may be available to other parties, this could result in dilution or forfeiture of Catalyst's interest in the projects.

(g) Potential acquisitions and associated risks

Catalyst continues to receive and be engaged in approaches from third parties in relation to potential acquisitions, mergers and investment opportunities. Catalyst has a history of such transactions in the pursuit of growth and increasing shareholder value.

The Catalyst Directors presently expect acquisition and merger activity to form an increasing aspect of the Combined Group's strategy to increase shareholder returns in the future. Any such future transactions would be accompanied by the risks commonly encountered in making acquisitions of resource projects, including due diligence risks, execution risks (including the incurrence of potentially significant transaction costs), dilution risks (where equity is used to fund the acquisition) or credit risks (where debt is used). See section 8.2(b) in relation to the risks associated with Catalyst's discussions with Superior Gold.

(h) Commodity price risk and exchange rate risk

In the future, the Combined Group may earn revenue from the sale of mineral products. In such circumstance, its revenue may be closely related to the price and arrangements it enters into for selling of its products. Product prices fluctuate and are affected by factors including the relationship between global supply and demand for gold, forward selling by producers, the cost of production and general global economic conditions.

Commodity prices are also affected by the outlook for inflation, interest rates, currency exchange rates and supply and demand issues. These factors may have an adverse effect on the Combined Group's exploration, development and production activities as well as its ability to fund those activities.

In particular, the Combined Group's profitability will depend on the world market price of gold. If the market prices for gold fall below the Combined Group's production costs and remain at such levels for any sustained period of time, it may not be economically feasible to commence or continue production. This would materially and adversely affect production, profitability and the Combined Group's financial position. If the price of gold significantly declines, the economic prospects of the projects in which the Combined Group has an interest could be significantly reduced or rendered uneconomic. There is no assurance that, even as commercial quantities of gold are produced, a profitable market will exist for them.

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

A decline in the market prices of gold may also require the Combined Group to write down its mineral reserves and resources which would have a material and adverse effect on its earnings and profitability. Should any significant write-down in reserves and resources be required, a material write-down of the Combined Group's investment in the affected mining properties and increased amortisation, reclamation and closure expenses may be required.



(i) Liquidity risk

Liquidity risk arises from the possibility that the Combined Group might encounter difficulty in settling its debts or otherwise meeting its obligations related to financial liabilities. At present, Catalyst manages this risk through the following mechanisms: preparing forward-looking cash flow analysis in relation to its operational, investing and financial activities which are monitored on a monthly basis; monitoring the state of equity markets in conjunction with Catalyst's current and future funding requirements, with a view to appropriate capital raisings as required; managing credit risk related to financial assets; only investing surplus cash with major financial institutions; and comparing the maturity profile of current financial liabilities with the realisation profile of current financial assets.

(j) Climate change risk

There are a number of climate-related factors that may affect the operations and proposed activities of the Combined Group. As at the date of this Bidder's Statement, the climate change risks particularly attributable to Catalyst include:

- the emergence of new or expanded regulations associated with the transitioning to a lower-carbon economy and market changes related to climate change mitigation. Catalyst may be impacted by changes to local or international compliance regulations related to climate change mitigation efforts, or by specific taxation or penalties for carbon emissions or environmental damage. These examples sit amongst an array of possible restraints on industry that may further impact Catalyst and its profitability. While Catalyst will endeavour to manage these risks and limit any consequential impacts, there can be no guarantee that the Combined Group will not be impacted by these occurrences; and
- climate change may cause certain physical and environmental risks that cannot be predicted by Catalyst, including events such as increased severity of weather patterns and incidence of extreme weather events and longer-term physical risks such as shifting climate patterns. All these risks associated with climate change may significantly change the industry in which the Combined Group operates.

(k) Reliance on key personnel

The Combined Group's prospects depend in part on the ability of its executive officers, senior management and key consultants to operate effectively, both independently and as a group. The loss of the services of one or more of such key management personnel could have an adverse effect on the Combined Group. The Combined Group ability to manage its exploration and development activities, and hence its success, will depend in large part on the efforts of these individuals. Investors must be willing to rely to a significant extent on management's discretion and judgement, as well as the expertise and competence of outside contractors.

(l) Access and third-party interests

The Combined Group may be required to obtain the consent from the holders of third-party interests which overlay areas within its tenements, prior to accessing or commencing any exploration or mining activities on the affected areas. Catalyst's existing tenements are in areas that have been the subject of exploration activities. Given the history of the areas, the Catalyst Directors believe that third party risk to access the tenements is low. As part of the process of submitting a program of works for any ground disturbing activities, any underlying stakeholders will be notified, and Catalyst will work to minimise disturbance in relation to the proposed activities in accordance with applicable law. Given that the exploration activities contemplated by Catalyst are

proximate to or otherwise in areas that have already been actively explored to some extent, the Catalyst Directors consider the risk of any impediments with respect to underlying stake holders to be low. However, exploration success may result in extended work programs that may require further consents.

(m) Joint venture parties, agents and contractors

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

(n) Environmental liabilities risk

Catalyst's activities are subject to potential risks and liabilities associated with the potential pollution of the environment and the necessary disposal of mining waste products resulting from mineral exploration. Insurance against environmental risk (including potential liability for pollution or other hazards as a result of the disposal of waste products occurring from exploration) is not generally available to Catalyst (or to other companies in the minerals industry) at a reasonable price. To the extent that the Combined Group becomes subject to environmental liabilities, the satisfaction of any such liabilities would reduce funds otherwise available to the Combined Group and could have a material adverse effect on the Combined Group. Laws and regulations intended to ensure the protection of the environment are constantly changing and are generally becoming more restrictive.

(o) Land rehabilitation requirements

Although variable, depending on location and the governing authority, land rehabilitation requirements are generally imposed on mineral exploration companies, in order to minimise long term effects of land disturbance. Rehabilitation may include requirements to control dispersion of potentially deleterious effluents and to reasonably re-establish pre-disturbance land forms and vegetation. In order to carry out rehabilitation obligations imposed on the Combined Group in connection with its mineral exploration, the Combined Group will need to allocate financial resources that might otherwise be spent on further exploration and/or development programs.

(p) Laws, regulations, rules, approvals, licences and permits

The Combined Group's operations will be subject to various Federal, State and local laws and plans, including those relating to mining, prospecting, development permit and licence requirements, industrial relations, environment, land use, royalties, water, native title and cultural heritage, mine safety and occupational health. No assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production or development.

Approvals, licences and permits required to comply with such rules and regulations are subject to the discretion of the applicable government officials. No assurance can be given that the Combined Group will be successful in obtaining any or all of the various approvals, licences and permits or maintaining such authorisations in full force and effect without modification or revocation.

(q) Native title and aboriginal heritage

The Directors of Catalyst will closely monitor the potential effect of native title claims involving the tenements in which the Combined Group will have an interest. If native title

rights do exist, the ability of the Combined Group to gain access to tenements (through obtaining consent of any relevant landowner), or to progress from the exploration phase to the development and mining phases of operations may be adversely affected. Considerable expense may be incurred in negotiating and resolving issues, including any compensation arrangements reached in settling native title claims lodged over any of the tenements held or acquired by the Combined Group.

The presence of Aboriginal sacred sites and cultural heritage artefacts if present on the tenements is protected by State and Commonwealth laws. Any destruction or harming of such sites and artefacts may result in the Combined Group incurring significant fines and Court injunctions, which may adversely impact on exploration and mining activities. The Combined Group will review and, as required, conduct surveys before conducting work which could disturb the surface of the land. The existence of such sites may limit or preclude exploration or mining activities on those sites and delays and expenses may be experienced in obtaining clearances.

There is a risk that unregistered Aboriginal sites and objects may exist on the land the subject of the Combined Group's current and future tenements, the existence of which may preclude or limit mining activities in certain areas of its tenements. Further, the disturbance of such sites and objects is likely to be an offence under the applicable legislation, exposing the Combined Group to fines and other penalties.

(r) Litigation risk

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

(s) Insurance coverage risk

Exploration and development operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, ground or slope failures, fires, floods, earthquakes and other environmental occurrences, political and social instability that could result in damage to or destruction of mineral properties, personal injury or death, environmental damage, delays in exploration activities caused by industrial accidents or labour disputes, changes in regulatory environment, monetary losses and possible legal liability.

It is not always possible to obtain insurance against all such risks and the Combined Group may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development is not generally available to the Combined Group or to other companies in the industry on acceptable terms. Should such liabilities arise, they could adversely affect the Combined Group's financial position and result in increasing costs and a decline in the value of the Catalyst securities.

(t) Health and safety risks

Exploration and mining activities have inherent hazards and risks. The hazardous nature of exploration and mining means that health and safety regulations impact the activities of the Combined Group, particularly in respect of acquired projects that may fail to meet appropriate standards. Any injuries or accidents that occur on a site of operations of the Combined Group or that occurred historically and are inherited by the Combined Group

could result in legal claims, potential delays or stoppages and other actions that could adversely affect the Combined Group.

Following its acquisition of the Henty Gold Mine in 2021, Catalyst conducted a full site safety review and implemented appropriate changes. During 2022, Catalyst significantly invested in upgrading its work, health and safety standards in line with industry best practice. These standards establish a framework, which provides clear direction on how to enable and achieve good safety governance. They also allow Catalyst to demonstrate work, health and safety due diligence on a systematic approach to effect the management of work, health and safety throughout the organisation.

#### **8.4 General risks**

(a) COVID-19

The outbreak of the coronavirus disease (COVID-19) is impacting global economic markets. The nature and extent of the effect of the outbreak on the performance of Catalyst remains uncertain. Catalyst's Share price may be adversely affected in the short to medium term by the continued economic uncertainty caused by COVID-19. Further, any governmental or industry measures taken in response to COVID-19 may adversely impact the Combined Group's operations and are likely to be beyond its control.

(b) Economic risks

The operating and financial performance of the Combined Group will be influenced by a variety of general economic and business conditions, including levels of consumer spending, oil prices, inflation, interest rates and exchange rates, supply and demand, industrial disruption, access to debt and capital markets and government fiscal, monetary and regulatory policies.

The Western Australian and Victorian mining sector is currently experiencing supply chain disruptions, inflationary cost pressures and labour availability challenges. If those conditions persist, it may have an adverse impact on the Combined Group's operating and financial performance and financial position.

More generally, changes in general economic conditions may result from many factors including government policy, international economic conditions, significant acts of terrorism, hostilities, war, pandemics or natural disasters. A prolonged deterioration in general economic conditions, including an increase in interest rates or a decrease in consumer and business demand, could be expected to have an adverse impact on the Combined Group's operating and financial performance and financial position.

(c) Unforeseen expenses

Catalyst may be subject to significant unforeseen expenses or actions. This may include unplanned operating expenses, future legal actions or expenses in relation to future unforeseen events.

(d) Share market conditions

There are risks associated with any investment in securities. Publicly listed securities and, in particular, securities of mining and exploration companies, have experienced extreme price and volume fluctuations that have often been unrelated to the operating performances of such companies.

The price at which Catalyst Shares are quoted on the ASX may increase or decrease due to a number of factors. These factors may cause the Catalyst Shares to trade at prices

below the price at the date of the Offer. There is no assurance that the price of the Catalyst Shares will increase following the Offer, even if Catalyst's earnings increase.

Some of the factors which may affect the price of Catalyst Shares include economic conditions in both Australia and internationally, investor sentiment and local and international share market conditions, changes in interest rates and the rate of inflation, variations in commodity prices, the global security situation and the possibility of terrorist disturbances, changes to government regulation, policy or legislation, changes which may occur to the taxation of companies as a result of changes in Australian and foreign taxation laws, changes to the system of dividend imputation in Australia, and changes in exchange rates.

(e) Equity dilution

Catalyst may elect to issue Catalyst Shares or other securities in Catalyst in the future. While Catalyst will be subject to the constraints of the Listing Rules regarding the percentage of capital that it is able to issue within a 12 month period (other than where exceptions apply), the increase in the number of securities issued and the possible sale of these securities may have the effect of depressing the price of Catalyst securities already on issue. In addition, Catalyst shareholders at the time may be diluted as a result of the issue of such securities.

(f) Changes in taxation rules of their interpretation

Changes in tax law (including value added taxes, indirect taxes or stamp duties), or changes in the way tax laws are interpreted, may impact the Combined Group's tax liabilities or the tax treatment of a Catalyst shareholder's investment. In particular, both the level and basis of taxation may change. In addition, an investment in Catalyst Shares involves tax considerations which may differ for each Catalyst shareholder. Each Vango Shareholder is encouraged to seek professional tax advice in connection with the Offer and how they may be discretely impacted.

(g) Force majeure events

Events may occur within or outside Australia that could impact on the Australian economy, the Combined Group's operations and the price of Catalyst 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, pandemics and 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. Catalyst has only a limited ability to insure against some of these risks.

(h) Litigation

As at the date of this Bidder's Statement, Catalyst is not aware of any material disputes or litigation being undertaken. However, it is possible that the Combined Group may be involved in disputes and litigation in the course of its future operations. There is a risk that any material or costly dispute or litigation and compensation or damages could adversely impact the financial position or performance of the Combined Group.

## 8.5 Speculative nature of investment

The above list of risk factors ought not to be taken as exhaustive of the risks faced by the Combined Group or by investors in Catalyst. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of the Combined Group and the value of Catalyst Shares.

## 9 Tax considerations

### 9.1 Overview of tax considerations

This section 9 contains a general description of the Australian income tax (including CGT) and GST and stamp duty consequences for Vango Shareholders who either accept the Offer and dispose of their Vango Shares to Catalyst, or whose Vango Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act.

This section 9 deals only with Vango Shareholders who are individuals, companies (other than life insurance companies), trusts and complying superannuation funds that hold their Vango Shares on capital account for Australian income tax purposes.

The comments outlined in this summary are not applicable to all Vango Shareholders and in particular does not consider Vango Shareholders who:

- hold their Vango Shares for the purpose of speculation or a business of dealing in securities (eg as trading stock or revenue assets);
- are partnerships or individuals who are partners of such partnerships;
- acquired their Vango Shares pursuant to an employee share, option or rights plan;
- are under a legal disability;
- are exempt from Australian income tax;
- are subject to the Investment Manager Regime under Subdivision 842-I of the Tax Act in respect of their Vango Shares;
- are subject to the taxation of financial arrangement rules in Division 230 of the Tax Act in relation to gains and losses on their Vango Shares; or
- are foreign residents of Australia who hold their Vango Shares in carrying on a business through a permanent establishment in Australia.

The information in this section 9 is based on the Australian tax law and administrative practice of the Australian tax authorities in effect as at the date of this Bidder's Statement. The laws are complex and subject to change periodically as is their interpretation by the courts and the tax authorities. This summary is general in nature and is not intended to be an authoritative or complete statement of the laws applicable to the particular circumstances of a Vango Shareholder. The precise implications of ownership or disposal of Vango Shares will depend on each Vango Shareholder's specific circumstances. These comments should not be viewed as a substitute for advice from an appropriate professional advisor having regard to each Vango Shareholder's individual circumstances.

Vango Shareholders are urged to seek their own independent tax advice regarding the specific tax consequences of the Offer, including the application and effect of income tax and other tax laws to their particular circumstances.

This summary does not take into account the tax law of countries other than Australia. Vango Shareholders who are tax residents of a 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 Offer under the laws of their country of residence, as well as under Australian law, of acceptance of the Offer.



*To persons receiving this Bidder's Statement in Australia:*

The information contained in this section 9 does not constitute "financial product advice" within the meaning of the Corporations Act. To the extent that this document contains any information about a "financial product" within the meaning of the Corporations Act, taxation is only one of the matters that must be considered when making a decision about the relevant financial product. This material has been prepared for general circulation and does not take into account the objectives, financial situation or needs of any recipient. Accordingly, any recipient should, before acting on this material, consider taking advice from a person who is licensed to provide financial product advice under the Corporations Act.

Any recipient should, before acting on this material, also consider the appropriateness of this material having regard to their objectives, financial situation and needs and consider obtaining independent financial advice.

## **9.2 Australian resident Vango Shareholders**

This section applies to Vango Shareholders who are residents of Australia for Australian income tax purposes and hold their Vango Shares on capital account.

### **(a) CGT event on the disposal of Vango Shares to Catalyst**

If the Offer becomes unconditional, acceptance of the Offer by a Vango Shareholder will result in the disposal of their Vango Shares to Catalyst in exchange for Catalyst Shares. The disposal of the Vango Shares to Catalyst will give rise to a CGT event for Vango Shareholders. The timing of the CGT event should be the date you accept the Offer.

If a Vango Shareholder does not dispose of their Vango Shares under the Offer and their Vango Shares are compulsorily acquired in accordance with Part 6A.1 of the Corporations Act, those Vango Shareholders will also be treated as having disposed of their Vango Shares for CGT purposes. In this case, the timing of the CGT event should be the date when the Catalyst becomes the owner of the Vango Shares.

In the absence of CGT roll-over relief (discussed below), the following tax consequences are expected to arise for the Vango Shareholders that acquired (or are deemed to have acquired) their Vango Shares on or after 20 September 1985:

- a capital gain will be realised to the extent the capital proceeds received by the Vango Shareholder from the disposal of their Vango Shares exceed the cost base of those shares; or
- a capital loss will be realised to the extent the capital proceeds received by the Vango Shareholder from the disposal of their Vango Shares are less than the reduced cost base of those shares.

Capital losses can only be offset against capital gains derived in the same income year or later income years. Specific loss recoupment rules apply to companies which must be satisfied if those carry forward tax losses are to be used in future years. Vango Shareholders should seek their own tax advice in relation to the operation of these rules.

### **(b) Cost base and reduced cost base of a Vango Share**

The cost base of a Vango Share will generally include the cost of acquiring that Vango Share plus any incidental costs of their acquisition and disposal (such as brokerage fees and legal costs). The reduced cost base of the Vango Shares is usually determined in a similar but not identical manner to the cost base although some differences in the



calculation of reduced cost base do exist depending on the Vango Shareholder's individual circumstances.

(c) Capital proceeds received by Vango Shareholders

The capital proceeds for the disposal of a Vango Share should be equal to the Offer consideration receivable by the Vango Shareholder. The capital proceeds should be equal to the market value of the Catalyst Shares received by the Vango Shareholder, determined as at the time of the CGT event.

(d) Indexation of the cost base of a Vango Share

Certain Vango Shareholders who acquired their Vango Shares at or before 11.45am on 21 September 1999 can choose to increase the cost base of their Vango Shares for indexation based on the "consumer price index" movement from the date of acquisition to 30 September 1999. Only individuals, complying superannuation funds, trusts and listed investment companies can choose to apply indexation. Other types of taxpayers do not qualify.

Vango Shareholders who choose to apply indexation forego the opportunity to apply the CGT Discount (discussed below at section 9.2(e)). In addition, indexation is not included in determining the reduced cost base. This means that indexation cannot increase the amount of a capital loss.

(e) CGT Discount

The CGT Discount may apply to Vango Shareholders that are individuals, complying superannuation funds or trusts, who have held, or are taken to have held, their Vango Shares for at least 12 months (not including the date of acquisition or the date of disposal) at the time of the disposal of their Vango Shares to Catalyst.

The CGT Discount is:

- one-half if the Vango Shareholder is an individual or trustee: meaning only 50% of the capital gain (without any allowance for indexation) will be included in assessable income; and
- one-third if the Vango Shareholder is a trustee of a complying superannuation entity: meaning only two-thirds of the capital gain (without any allowance for indexation) will be included in assessable income.

The CGT Discount is not available to Vango Shareholders that are companies or Vango Shareholders who choose for indexation to apply (described above).

If the Vango Shareholder makes a discounted capital gain, any current year and/or carried forward capital losses will be applied to reduce the undiscounted capital gain before the relevant CGT discount is applied. The resulting amount is then included in the Vango Shareholder's net capital gain for the income year and included in assessable income.

The CGT Discount rules relating to trusts are complex. Accordingly, we recommend trustees seek their own independent advice on how the CGT Discount applies to them and the trust's relevant beneficiaries.

(f) CGT scrip for scrip roll-over

Vango Shareholders who make a capital gain from the disposal of their Vango Shares may be eligible to choose CGT scrip for scrip roll-over relief (provided certain conditions are met). Broadly, CGT scrip for scrip roll-over relief enables Vango Shareholders to disregard the capital gain they make from the disposal of their Vango Shares under the Offer.

For CGT scrip for scrip roll-over relief to be available, Catalyst must become the owner of 80% or more of the shares in Vango, the Vango Shareholder must make a capital gain upon disposal of their Vango Shares, and have acquired their Vango Shares after 20 September 1985. If a capital loss arises, no CGT scrip for scrip roll-over relief is available.

Vango Shareholders do not need to inform the Australian Taxation Office, or document their choice to claim CGT 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.

Catalyst will not make a choice under subsection 124-795(4) of the Tax Act to deny scrip for scrip roll-over relief (where it would otherwise be available).

If Catalyst does not obtain 80% or more of the Vango Shares under the Offer, no Vango Shareholder who disposes their Vango Shares under the Offer will be eligible for CGT scrip for scrip roll-over relief and the general CGT consequences outlined above at section 9.2(a) will apply.

(g) Consequences for choosing CGT scrip-for-scrip roll-over relief

If a Vango Shareholder chooses to obtain CGT scrip-for-scrip roll-over relief, the capital gain arising on the disposal of their Vango Shares under the Offer should be disregarded.

The first element of the cost base for their Catalyst Shares is then determined by attributing, on a reasonable basis, the existing cost base of the Vango Shares exchanged under the Offer. The first element of the reduced cost base is determined similarly.

Finally, for the purposes of determining future eligibility for the CGT Discount, the acquisition date of the Catalyst Shares is taken to be the date when the Vango Shareholder originally acquired their Vango Shares.

(h) Consequences if CGT scrip-for-scrip roll-over relief is not available or is not chosen

If a Vango Shareholder does not qualify for CGT scrip for scrip roll-over relief, the Vango Shareholder chooses not to obtain CGT scrip-for-scrip roll-over relief or the Vango Shareholder is a Small Parcel Shareholder whose Vango Shares are sold in accordance with section 11.7 of the Bidder's Statement, the general CGT treatment outlined at section 9.2(a) will apply.

If a Vango Shareholder makes a capital loss from the disposal of their Vango Shares, this loss may be used to offset capital gains in the same or subsequent years of income (subject to satisfying certain conditions). The capital loss cannot be offset against ordinary income or carried back to offset net capital gains arising in earlier income years.

### 9.3 Foreign tax resident Vango Shareholders

This section applies to Vango Shareholders that are not residents of Australia for Australian income tax purposes (i.e. foreign tax residents) and hold their Vango Shares on capital account. It does not apply to Vango Shareholders who have held their Vango Shares or at any time in carrying on a business at or through a permanent establishment in Australia.

Foreign tax resident Vango Shareholders who hold their Vango Shares on capital account should generally not be subject to the CGT rules in Australia on the disposal of their Vango Shares, provided their Vango Shares are not an “indirect Australian real property interest”.

Any foreign tax resident Vango Shareholders who, together with their associates, own 10% or more of Vango Shares should seek independent professional advice in relation to their own particular circumstances, including whether any protection will be available under a relevant double tax agreement.

Any foreign tax resident individual Vango Shareholder who was previously a resident of Australia and chose to disregard a capital gain or capital loss upon ceasing to be an Australian tax resident will be subject to Australian CGT consequences on disposal of their Vango Shares as set out in section 9.2 above.

Broadly, a foreign tax resident Vango Shareholder’s Vango Shares will not be an indirect Australian real property interest unless both of the following conditions are satisfied:

- that Vango Shareholder, together with its associates (as defined under Australian taxation law, and broadly discussed below), held 10% or more of the issued shares in Vango at the time of disposal or for at least 12 months during the 24 months prior to the disposal of their Vango Shares; and
- the aggregate market value of Vango’s assets which are taxable Australia property (being direct and indirect interests in Australian real property, including land, leases of land mining tenements and property affixed to land) exceeds the aggregated market value of Vango’s assets which are not taxable Australian property.

The term “associate” for these purposes is very broad. It includes:

- entities that have majority ownership (50% or more of the voting shares) of, or otherwise control, the foreign tax resident Vango Shareholder,
- entities which are majority owned or controlled by the foreign tax resident Vango Shareholder,
- a trustee of a trust where the foreign tax resident Vango Shareholder is capable of benefiting (whether directly or indirectly) under the trust, and
- (generally) an associate of an associate.

As at the date of this Bidder’s Statement, Catalyst expects that the aggregate market value of Vango’s assets, which are taxable Australian property, exceeds the aggregate market value of Vango’s assets which are not taxable Australian property. Accordingly, any foreign tax resident Vango Shareholder that holds, together with their associates, a 10% or more interest in Vango Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Vango Shares) should be subject to Australian CGT.

Importantly, foreign tax resident Vango Shareholders who, together with their associates, hold an interest of 10% or more in Vango Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Vango Shares) may be able to access CGT scrip for scrip roll-over relief in respect of any capital gain realised on their Vango Shares as a result of the Offer but only to the extent:

- the foreign tax resident Vango Shareholders, together with their associates, also hold a 10% or more interest in Catalyst Shares just after the Offer is implemented; and

- the aggregate market value of Catalyst's assets, after the Offer is implemented which are taxable Australia property exceeds the aggregated market value of Catalyst's assets which are not taxable Australian property.

Even if CGT scrip for scrip roll-over relief is obtained by these Vango Shareholders, the Foreign Resident CGT Withholding Tax Rules will continue to operate as outlined below at section 9.4.

Foreign tax resident Vango Shareholders who, together with their associates, do not hold a 10% or more interest in Vango Shares (at the time of disposal or for at least 12 months during the 24 months prior to disposal of their Vango Shares), should not be subject to CGT on the disposal of their Vango Shares and therefore, there should be no obligation for Catalyst to withhold a portion of the Offer consideration to satisfy the Foreign Resident CGT Withholding Tax Rules (discussed below).

#### 9.4 Foreign Resident CGT Withholding Tax Rules

Australia's foreign resident capital gains withholding tax regime applies to transactions involving the acquisition of certain indirect interests in Australian real property from relevant foreign residents. A 'relevant foreign resident' for these purposes is any Vango Shareholder who:

- (a) Catalyst knows or reasonably believes their Vango Shares to constitute an indirect Australian real property interest; and
- (b) either:
  - (i) Catalyst:
    - (A) knows is a foreign resident; or
    - (B) reasonably believes is a foreign resident; or
    - (C) does not reasonably believe is an Australian resident, and either has an address outside Australia or Catalyst is authorised to provide a financial benefit relating to the transaction to a place outside Australia; or
  - (ii) has a connection outside Australia of a kind specified in the regulations.

The relevant withholding tax rate is 12.5%.

A Vango Shareholder that does not meet the conditions of the foreign resident CGT withholding tax rules described above should provide Catalyst with a signed and completed declaration (**CGT Declaration**). This includes either of the following:

- Vango Shareholders who are Australian residents for tax purposes; and
- Vango Shareholders who are foreign tax residents, and whose Vango Shares are 'membership interests' but not 'indirect Australian real property interests' (as those terms are defined in the Tax Act).

The CGT Declaration is contained in the Acceptance Form, accompanying this Bidder's Statement. Each Vango Shareholder should read the CGT Declaration in full and follow the instructions provided on the form.

Unless a signed CGT Declaration form regarding residency or interest, or Variation Notice granted by the Commissioner of Taxation, is provided to Catalyst for these Vango Shareholders, Catalyst may withhold and pay to the Commissioner of Taxation a withholding amount of 12.5% from the Offer consideration (as outlined in section 11.6(h) of this Bidder's Statement).

Vango Shareholders who have an amount withheld should generally be entitled to a credit for the amount withheld upon lodging an Australian income tax return. If you are unsure about whether a credit for the withholding tax may be claimed or how to lodge an Australian income tax return, you should seek independent professional tax advice in this regard.

As outlined above, these rules will continue to operate even if a foreign resident Vango Shareholder can access CGT scrip for scrip roll-over relief in respect of any capital gain. If this occurs, the foreign resident Vango Shareholder would need to engage with the Commissioner of Taxation and obtain a Variation Notice (referred to above).

Vango Shareholders should seek their own independent tax advice as to the implications of the foreign resident capital gains withholding tax rules and the making of a residency declaration or an interest declaration.

## **9.5 GST**

No GST should be payable by Vango Shareholders on the acquisition by Catalyst of their Vango Shares under the Offer, or on the receipt by Vango Shareholders of the Catalyst Shares as Offer consideration. Vango 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 the disposal of their Vango Shares.

## **9.6 Stamp duty**

No stamp duty should be payable by the Vango Shareholders on the acquisition by Catalyst of their Vango Shares under the Offer or on the receipt by Vango Shareholders of the Catalyst Shares as Offer consideration.

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## 10 Additional information

### 10.1 Bid Implementation Agreement

On or about 9 January 2023, Catalyst and Vango entered into the Bid Implementation Agreement which sets out the basis on which Catalyst will make the Offer and the respective obligations of Catalyst and Vango in relation to the Offer. This section contains a summary of some of the material terms of the Bid Implementation Agreement.

(a) Offer

The Offer is for Catalyst to acquire Vango Shares for the consideration of 5 Catalyst Shares for every 115 Vango Shares held. The Offer made in respect of Vango Shares will extend to Vango Shares that are issued during the Offer Period as a result of the conversion of any Vango convertible securities.

(b) Extension of Offer Period

The initial Offer Period will remain open for at least one month from the date of the Offer, subject to Catalyst's right to extend the period in accordance with the Corporations Act and provided that Catalyst may close the Offer prior to such time if a condition has been breached.

(c) Exclusivity

A summary of the key exclusivity obligations of Vango contained in the Bid Implementation Agreement is set out below:

- (i) **No existing discussion:** Vango represents and warrants to Catalyst that since 23 September 2022 it has not been involved in any discussions or negotiations with any person about a Competing Transaction and has ceased any such discussions or negotiations to the extent that they were on foot prior to 23 September 2022.
- (ii) **No shop:** During the Exclusivity Period, Vango must not, and must ensure that each of its Representatives does not, directly or indirectly:
  - (A) solicit, invite, encourage or initiate any enquiries, negotiations or discussions in relation to a Competing Transaction or which could reasonably be expected to lead to a Competing Transaction being made, enquired about, negotiated or discussed; or
  - (B) communicate any intention to do any of the things referred to above.
- (iii) **No talk:** Subject to certain exceptions, during the Exclusivity Period, Vango must not, and must ensure that each of its Representatives does not:
  - (A) directly or indirectly enter into, continue or participate in negotiations or discussions with any other person regarding, or that could reasonably be expected to lead to, a Competing Transaction being made, enquired about, negotiated or discussed, even if those negotiations or discussions were not directly or indirectly encouraged, solicited, invited or initiated by Vango or any of its Representatives or that person has publicly announced their Competing Transaction;
  - (B) enter into any agreement, arrangement or understanding of any kind (whether written or verbal, binding or non-binding, express or implied, or

enforceable or unenforceable) in relation to or otherwise in connection with a Competing Transaction (**Competing Agreement**) (whether or not a Competing Transaction has actually been made); or

- (C) communicate to any person any intention to do any of the things referred to above.
- (iv) **No due diligence:**
  - (A) Subject to certain exceptions, during the Exclusivity Period, Vango must not, and must ensure that each of its Representatives does not, make available to any other person or permit any other person to receive any non-public information relating to the Vango Group or any of its businesses, assets or operations, in connection with such person formulating, developing or finalising, or assisting in the formulation, development or finalisation of, a Competing Transaction (**Diligence Information**).
  - (B) Before Vango provides a third party with Diligence Information, it must first enter into a binding confidentiality agreement with that party including a six month standstill agreement and otherwise on customary terms and that, in any event and taken as a whole, is no less favourable to Vango than the Confidentiality Agreement.
  - (C) If Vango provides a third party with Diligence Information, it must provide a copy of the Diligence Information not already made available to Catalyst at the same time as it is provided to the third party.
- (v) **Notification of approaches:** During the Exclusivity Period, Vango must immediately (and, in any event, within one day) notify Catalyst in writing if:
  - (A) it is asked to do, proposes to take, or is approached by any person to take, any action of a kind that is set out in paragraphs (ii), (iii) or (iv); or
  - (B) it or any of its Representatives directly or indirectly receives any approach, inquiry or proposal (whether written or verbal) from any person regarding, or that could reasonably be expected to lead to, a Competing Transaction.
- (vi) **Notice of Rival Transaction:** If any Vango Director proposes to (whether or not subject to conditions) change his or her recommendation of the Offer so that he or she can recommend a Competing Transaction (**Rival Transaction**), Vango must give Catalyst written notice (**Relevant Notice**) of such proposed change of recommendation.
- (vii) **Matching right:** Catalyst will have the right, but not the obligation, at any time during the period of five Business Days following receipt of a Relevant Notice (**Matching Right Period**), to amend the terms of the Offer (including, but not limited to, increasing the amount of consideration offered under the Offer or proposing any other form of transaction (each a **Counter Proposal**)), and if it does so then the Vango Directors must review the Counter Proposal in good faith. If a majority of the Vango Directors determine that the Counter Proposal would be as favourable to Vango Shareholders as the Rival Transaction:
  - (A) Vango and Catalyst must use their best endeavours to, as soon as practicable, enter into the necessary documentation to give effect to the Counter Proposal; and



- (B) Vango must ensure that each of the Vango Directors recommends the Counter Proposal to Vango Shareholders and does not recommend the Rival Transaction, not enter into a Competing Agreement in respect of the Rival Transaction and continue to comply with its obligations under the Bid Implementation Agreement.

During the Matching Right Period no Vango Director is permitted to change his or her recommendation of the Offer or to make any public statement to the effect that he or she may do so at some future point in time and Vango must not enter into any agreement, arrangement or understanding in respect of the Rival Transaction.

(d) Break Fee

The Bid Implementation Agreement sets out the circumstances in which Vango may be required to pay a break fee of \$1,000,000 to Catalyst. The break fee will be payable if any one of the following events occurs:

- (i) any Vango Director fails to make, or makes and then withdraws, revises, withdraws, revokes or qualifies, a recommendation to Vango Shareholders to accept the Offer (whether or not that failure, withdrawal, revocation, qualification or revision is otherwise in breach of the Bid Implementation Agreement);
- (ii) any Vango Director publicly endorses or otherwise publicly supports a Competing Transaction or any other third party proposal to acquire:
  - (A) Vango Shares; or
  - (B) the whole, a substantial part, or a material part of the Vango Group's assets, business or property;
- (iii) a person other than Catalyst or a Related Body Corporate of it acquires the whole, a substantial part, or a material part of the Vango Group's assets, business or property;
- (iv) at any time before the date the Offer Period ends, Vango enters into an agreement with a third party under which Vango agrees to implement a Competing Transaction (or assist with the implementation of a Competing Transaction);
- (v) Vango commits a material breach of its exclusivity obligations or any of its representations and warranties, or breaches any other clause in the Bid Implementation Agreement which may reasonably be considered to be material to the value of Vango or the assets of the Vango Group;
- (vi) Catalyst validly terminates the Bid Implementation Agreement as a result of a material breach of the Bid Implementation Agreement by Vango; and /or
- (vii) Vango or any of its directors does (or omits to do) anything (whether or not permitted by the Bid Implementation Agreement) that results in any of the conditions set out in the Bid Implementation Agreement being breached or becoming incapable of being satisfied, and Catalyst does not waive that condition.

(e) Vango Warranties

Under the terms of the Bid Implementation Agreement, Vango represents and warrants that, except as otherwise disclosed by Vango to Catalyst:

- (i) it and each member of the Vango Group is a corporation validly existing under the laws of its place of incorporation;
- (ii) it has the corporate power to enter into and perform its obligations under the Bid Implementation Agreement and to carry out the transactions contemplated by the Bid Implementation Agreement;
- (iii) it has taken all necessary corporate action to authorise the entry into the Bid Implementation Agreement and has taken or will take all necessary corporate action to authorise the performance of the Bid Implementation Agreement and to carry out the transactions contemplated by the Bid Implementation Agreement;
- (iv) the Bid Implementation Agreement is valid and binding upon it and the execution and performance of the Bid Implementation Agreement will not result in a breach or default under, and is not restricted by, its constitution (or the constitution of any of its Related Bodies Corporate) or any agreement, deed, writ, order, injunction, rule, regulation or regulatory action to which it or any of its Related Bodies Corporate is a party or subject or by which any of them is bound;
- (v) each member of the Vango Group is solvent and no resolutions have been passed and no other steps have been taken or legal proceedings commenced or threatened against any of them for their winding up or dissolution or for the appointment of a liquidator, receiver, administrator or similar officer over any or all of their assets;
- (vi) each member of the Vango Group has complied with the law in all material respects;
- (vii) as at the date of the Bid Implementation Agreement, no regulatory action of any nature has been taken which would prevent, inhibit or otherwise have a material adverse effect on its ability to fulfil its obligations under the Bid Implementation Agreement;
- (viii) Vango is not in breach of its continuous disclosure obligations under the Corporations Act and the Listing Rules and, following the release of its public announcement of the Offer, is not relying on Listing Rule 3.1A to withhold any information from disclosure;
- (ix) as at the date of the agreement, it has 1,259,937,632 ordinary shares on issue, a total of 81,000,000 Vango Options on issue and a total of 151,250,000 Vango Notes on issue;
- (x) it has not issued, granted or agreed to issue or grant any other Vango Shares or securities convertible into Vango Shares, other than the securities referred to above, nor has it agreed or offered to issue any other securities;
- (xi) as at the date of the Bid Implementation Agreement, neither Vango nor any of its Related Bodies Corporate are engaged in any litigation, mediation or arbitration and Vango is not aware of any facts likely to give rise to any such litigation, mediation or arbitration in each case which may materially affect the value of Vango or of the assets of the Vango Group;

- (xii) with respect to the Mining Tenements:
- (A) the Bid Implementation Agreement contains a complete list of mining tenements held or owned by the Vango Group and identifies the member of the Vango Group that is the sole registered and beneficial owner of, and has good and valid title to, the interests in the Mining Tenements;
  - (B) the Mining Tenements are in good standing, are valid and subsisting in accordance with their terms and are not liable to cancellation, forfeiture or revocation;
  - (C) other than as indicated in the Bid Implementation Agreement, there is no encumbrance (of whatsoever nature), option, right of pre-emption, right of first or last refusal or other third party right over any of the Mining Tenements or any metals or minerals which may be derived therefrom (including, without limitation, any rights to accept any offer or proposal which will, if accepted, result in an agreement); and
  - (D) other than as indicated in the Bid Implementation Agreement, there is no production or profit sharing, royalty, carried interest or similar agreement or arrangement affecting the Mining Tenements or any metals or minerals which may be derived therefrom;
- (xiii) each member of the Vango Group complies in all material respects with any conditions, limitations, obligations, prohibitions and requirements contained in any environmental laws affecting or impacting its business in any way whatsoever and Vango is not aware of any facts or circumstances which may lead to any material breach of any environmental laws;
- (xiv) no Prescribed Occurrence will occur between the date of the Bid Implementation Agreement and the first to occur of the date the Offer Period closes and the date when the Bid Implementation Agreement is terminated (both inclusive);
- (xv) Vango's financial statements for the financial years ended 30 June 2022 and 30 June 2021:
- (A) are a true and fair reflection of Vango's financial position as of the relevant dates and of Vango's performance during the relevant periods; and
  - (B) comply with Australian Accounting Standards and the Corporations Regulations 2001 (Cth);
- (xvi) Vango's half year financial report for the half year ended 31 December 2021:
- (A) is a true and fair reflection of Vango's financial position as of that date and of Vango's performance during the relevant period; and
  - (B) complies with Australian Accounting Standards and the Corporations Regulations 2001 (Cth);
- (xvii) all Material Contracts are in full force and of full effect and are legally binding as between the parties thereto in accordance with their terms;
- (xviii) no person has any right (whether subject to conditions or not) to, as a result or otherwise in connection with Catalyst acquiring Vango Shares:

- (A) acquire, or require a member of the Vango Group to dispose of or offer to dispose of, any material asset of the Vango Group;
  - (B) terminate or vary any Material Contract with a member of the Vango Group; or
  - (C) accelerate or adversely modify the performance of any obligations of a member of the Vango Group in a material respect under any Material Contract, arrangement or understanding;
- (xix) as at the date of the Bid Implementation Agreement, all information contained in the material provided by Vango or its representatives to Catalyst prior to the date of the Bid Implementation Agreement (other than forecasts, budgets, estimates, projections and statements of opinion or intention) is true and accurate in all material respects and is not misleading or deceptive (whether by omission or otherwise);
- (xx) the forecasts, budgets, estimates, projections and statements of opinion or intention contained in the material provided by Vango or its representatives to Catalyst prior to the date of the Bid Implementation Agreement have been prepared in good faith, with due skill and care, on the basis of reasonable assumption and in compliance with applicable law;
- (xxi) Vango has not denied Catalyst access to any information with the intention of misleading Catalyst; and
- (xxii) together with any information which is publicly available via ASX or ASIC, Vango has fairly disclosed to Catalyst any information in relation to the Vango Group, its businesses or its assets which may reasonably be considered to be material to the value of Vango or the assets of the Vango Group, or which might reasonably be expected to have resulted in Catalyst not entering into the Bid Implementation Agreement, or entering into it on materially different terms.

(f) Catalyst Warranties

Under the terms of the Bid Implementation Agreement, Catalyst provides equivalent representations and warranties to the Vango Warranties.

(g) Termination

Catalyst may terminate the Bid Implementation Agreement at any time:

- (i) if:
  - (A) Vango is in material breach of any clause of the Bid Implementation Agreement or if a Prescribed Occurrence occurs;
  - (B) Catalyst has given notice to Vango setting out the relevant circumstances and stating an intention to terminate the Bid Implementation Agreement; and
  - (C) the relevant circumstances have not been rectified (if capable of being rectified) or the activity that caused them has not ceased to the reasonable satisfaction of Catalyst, within, in the case of a breach of an exclusivity provision, one (1) Business Day from the time such notice is given, and, in any other case, five (5) Business Days from the time such notice is given;

- For personal use only
- (ii) if a Competing Transaction is publicly proposed by a person other than Catalyst (or one of its Related Bodies Corporate) and is recommended by any Vango Director; or
  - (iii) if any Vango Director fails to make or withdraws, changes, revises, revokes or qualifies, or makes a public statement inconsistent with, the recommendation of the Offer by the Vango Directors in accordance with the Bid Implementation Agreement or makes a public statement indicating that they no longer recommend or intend to accept the Offer.

Vango may terminate the Bid Implementation Agreement at any time if:

- (i) Catalyst is in breach of any clause of the Bid Implementation Agreement, which breach is material in the context of the Offer;
- (ii) Vango has given notice to Catalyst setting out the material breach and stating an intention to terminate the Bid Implementation Agreement; and
- (iii) the material breach has not been rectified (if capable of being rectified) or the activity that caused the material breach has not ceased to the reasonable satisfaction of Vango, within five Business Days from the time such notice is given.

Either Catalyst or Vango may terminate the Bid Implementation Agreement at any time by notice in writing to the other parties, if:

- (i) Catalyst withdraws the Offer for any reason including non-satisfaction of a condition under the Bid Implementation Agreement; or
- (ii) a court or Government Agency has issued an order, decree or ruling, or taken other action, that permanently restrains or prohibits the Offer, and the action is final and cannot be appealed or reviewed or either party, acting reasonably, believes there is no realistic prospect of a successful appeal or review.

(h) Customary provisions

The Bid Implementation Agreement contains such other provisions as are customary for an agreement of this nature including requirements in relation to directors' recommendations, Vango's obligation to facilitate the Offer, restrictions on conduct of Vango business and board appointment arrangements.

(i) Directors' recommendation

Vango agrees to:

- (i) include in all public statements relating to the Offer, a statement to the effect that the Vango Directors unanimously recommend that Vango Shareholders accept the Offers made to them in the absence of a Superior Proposal;
- (ii) not to make any public statement or take any other public action which would suggest that the Offer is not unanimously recommended by the Vango Directors unless a Superior Proposal emerges; and
- (iii) consult in good faith with Catalyst in relation to the materials to be employed by the proxy solicitation firm engaged under the Bid Implementation Agreement, and before making any internal or external communication about the Offer to Vango Shareholders, or Vango staff, joint venture partners or suppliers.

(j) Facilitating the Offer

The Bid Implementation Agreement imposes a number of obligations on both Catalyst and Vango that relate to the facilitation of the Offer. Examples of such obligations are summarised below:

- (i) Each party agrees to provide the other party, on a timely basis, with assistance and information that may be reasonably required to assist in the preparation of the Bidder's Statement or the Target's Statement (as applicable).
- (ii) Vango must, to the extent within its power, use its best endeavours to ensure that the conditions of the Bid Implementation Agreement are satisfied as soon as practicable after the date of the Bid Implementation Agreement.
- (iii) Vango must ensure that each Vango Director and such other senior executives of Vango as reasonably requested by Catalyst participate in efforts to promote the merits of the Offer.
- (iv) Vango agrees to provide to Catalyst on the Business Day after the date of the Bid Implementation Agreement and otherwise as requested, such information about Vango Shareholders as reasonably requested by Catalyst to make the Offers and solicit acceptances.

Subject to the Corporations Act, Catalyst has agreed that in the event it obtains a Relevant Interest in at least 70% of all of the Vango Shares and provided Vango has satisfied the Funding Condition to the Offer, Catalyst will immediately waive all remaining Conditions and declare the Offer to be free from any remaining Conditions, provided that Catalyst will have no such obligation to the extent that:

- (v) a breach of a Condition, or a circumstance that is reasonably likely to result in a breach of a Condition; or
- (vi) a material breach of the Bid Implementation Agreement by Vango,

has occurred before the date the Funding Condition and minimum acceptance Condition are both satisfied.

(k) Definitions

In this section 10.1, the following terms have the meanings shown below:

**Competing Transaction** means any expression of interest, proposal, offer or transaction (or a series of transactions), which if entered into or completed, would result in a person (other than Catalyst or one of its Related Bodies Corporate):

- (i) acquiring voting power in Vango of more than 20%;
- (ii) directly or indirectly, acquiring an interest in, a relevant interest in, having the right to acquire, becoming the holder of, or entering into a cash settled equity swap or other synthetic, economic or derivative transaction connected with or relating to:
  - (A) more than 20% of the Vango Shares or more than 20% of the securities in any Vango Group Member; or
  - (B) the whole or a material part of the business or property of the Vango Group;

- (iii) acquiring control of Vango, within the meaning of section 50AA of the Corporations Act;
- (iv) otherwise acquiring or merging (including by a scheme of arrangement, capital reduction, sale of assets, strategic alliance, joint venture, partnership, reverse takeover bid or dual listed company structure) with Vango; or
- (v) resulting in the Offer not being able to be implemented on the basis set out in the Bid Implementation Agreement.

**Exclusivity Period** means the period commencing on the date of the Bid Implementation Agreement and ending on the first to occur of:

- (i) the date of termination of the Bid Implementation Agreement; and
- (ii) the date on which the Offer Period ends.

**Representative** of a person means an employee, agent, officer, director, adviser or financier of the person and, in the case of advisers and financiers, includes employees, officers and agents of the adviser or financier (as applicable).

**Superior Proposal** means a bona fide transaction or proposed transaction which, if completed substantially in accordance with its terms, would mean a person (other than Catalyst or one of its Related Bodies Corporate) would become the holder of:

- (i) more than 50% of the Vango Shares; or
- (ii) the whole, substantially the whole or a material portion of the business, assets and undertakings of the Vango Group,

provided that the Vango Directors determine, acting in good faith and in order to satisfy what the Vango Directors consider to be their fiduciary and statutory duties (after having taken advice from Vango's financial and legal advisors), that the transaction or proposed transaction is capable of being valued and completed, taking into account all aspects of the transaction or proposed transaction (including its consideration (and form of consideration), conditions precedent and the person or persons making it) and is superior overall for Vango Shareholders as compared to the Offer.

## 10.2 Status of Conditions

The Offer is subject to a number of Conditions set out in section 11.8. Catalyst will provide updates on any material developments relating to the status of these Conditions through announcements to the ASX.

The date for giving the notice on the status of the Conditions required by section 630(1) of the Corporations Act is 10 February 2023 (subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

Catalyst is not aware of any events or circumstances which would result in the non-fulfilment of any of the defeating Conditions.

## 10.3 Date for determining holders of shares

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of section 633(1) is the Register Date.



#### 10.4 Expiry date

No securities will be issued on the basis of this Bidder's Statement after the date which is 13 months after the date of this Bidder's Statement.

#### 10.5 Pre-Bid Acceptance Deeds

On or about 9 January 2023, Catalyst entered into pre-bid acceptance deeds with each of Zhenzhu (Carol) Zhang and Yan Chao (Hunter) Guo (**Pre-Bid Shareholders**) under which each the Pre-Bid Shareholders have agreed to accept the Offer in respect of 251,908,894 Vango Shares held by the Pre-Bid Shareholders, the total of which represents 19.99% of the Vango Shares on issue (**Pre-Bid Acceptance Deeds**).

Each of the Pre-Bid Shareholders is required to accept the Offer upon receipt of an acceptance notice from Catalyst:

- (a) provided Catalyst announces an intention to make the Offer by 12 January 2023, which has already occurred, and Catalyst makes the Offer within 2 months of the Announcement Date;
- (b) once and only once in respect of all of the number of Vango Shares noted above; and
- (c) only if the Pre-Bid Shareholders have not already accepted the Offer in relation to all of the Vango Shares that hold.

The Pre-Bid Acceptance Deeds will terminate immediately if the Offer is not made within 2 months of the Announcement Date or at any time before an acceptance notice is given by Catalyst, a Superior Proposal emerges, the matching rights procedure in the Bid Implementation Agreement has been complied with by Vango and either Catalyst does not make a Counter Proposal or, where Catalyst makes a Counter Proposal, the majority of the Vango directors determine that the Counter Proposal is not as favourable to Vango Shareholders as the Superior Proposal.

#### 10.6 Statements of Intent

Catalyst is aware that Vango has received signed statements of intent from Vango Shareholders who collectively own or control 669,985,016 Vango Shares, representing 53.18% of all Vango Shares, that they presently intend to accept, or procure the acceptance of, the Offer for all of those Vango Shares, in the absence of a Superior Proposal.

A list of the Vango Shareholders who have indicated their intention to accept, or procure the acceptance of, the Offer is set out in the table below:

Vango Shareholder	Number of Vango Shares	Percentage
Kongwell Management Limited	107,837,767	8.56%
Jianhua Li	77,979,195	6.19%
ZhenZhu Zhang*	72,687,386	5.77%
Bruce McInnes*	69,371,373	5.51%
Shengqiang Zhou*	66,123,203	5.25%
Ruogu Ma	42,275,001	3.36%

Vango Shareholder	Number of Vango Shares	Percentage
Mr Christopher Kuznetsoff	41,037,561	3.26%
Malcolm Smith	27,302,757	2.17%
Liu Xiaohui	21,059,496	1.67%
Yi Luan	19,700,000	1.56%
Deping Song	15,896,615	1.26%
Kris Sales	15,159,936	1.20%
Zhongze Chen	14,949,242	1.19%
Vanderfour Pty Ltd	12,610,617	1.00%
Martine Beaumont	11,696,037	0.93%
Mr Mark Camilleri	11,569,919	0.92%
Jun Long Tai Pty Ltd	11,124,661	0.88%
John Francis Griffin	10,428,763	0.83%
New Alliance Wealth Pty Ltd	7,508,378	0.60%
Ray Watson Pty Ltd	5,719,409	0.45%
Mr Daniel Poldmaa	3,051,171	0.24%
Mr Aidan Moore	2,500,000	0.20%
BP Quill Pty Limited	2,115,913	0.17%
Craig Wallace	280,616	0.02%
<b>Total</b>	<b>669,985,016</b>	<b>53.18%</b>

\* Inclusive of 130 million Vango Shares held by Vango Directors under the Vango Share Loan Plan which, pursuant to the terms of the Vango Share Loan Plan, require the Offer to be declared unconditional and Catalyst to have acquired a Relevant Interest in more than 50% of Vango Shares for the Offer to be accepted in relation to those shares.

Each of the Vango Shareholders listed above have consented to the disclosure of their statement of intent in this Bidder's Statement.

Collectively, the Vango Directors and Vango Shareholders who have either agreed, or indicated an intention, to accept the Offer control a total of 73% of the Vango Shares on issue, indicating overwhelming support for Catalyst's Offer, in the absence of a superior proposal.

## 10.7 JORC compliance statements

### (a) Catalyst

Full details of:

- (i) the Mineral Resource estimate contained in this Bidder's Statement are provided in Catalyst's ASX announcement dated 27 September 2022 entitled "Henty Growth strategy on track with latest resource increase"; and

- (ii) the Ore Reserve estimate contained in this Bidder's Statement are provided in Catalyst's ASX announcement dated 8 November 2022 entitled "Maiden Reserve advances strategy to grow mine life and production rate".

Catalyst confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcement and that all material assumptions and technical parameters underpinning the Minerals Resource and Ore Reserve estimates in the relevant market announcement continue to apply and have not materially changed.

- (b) Vango

Catalyst has not independently verified the information relating to Vango's Mineral Resources and Ore Reserves contained in this Bidder's Statement. Please refer to Vango's announcement released to ASX on 20 May 2020 entitled "Marymia Mineral Resource Increases to One Million Ounces" for the Competent Person's Statements relating to Vango's Mineral Resources.

## 10.8 ASX and ASIC Relief

Under the terms of the Bid Implementation Agreement, Vango has agreed to provide all reasonable assistance in connection with making the offers to cancel the L39 Options, including consulting with Catalyst in good faith in relation to the need for any waivers from the ASX Listing Rules and applying to ASX for all waivers which Catalyst considers necessary.

## 10.9 Shareholders based outside Australia and Small Parcel Shareholders

- (a) Shareholders based outside Australia

The Offer is not registered in any jurisdiction outside Australia and this Bidder's Statement does not constitute an offer of Catalyst Shares in any jurisdiction in which it would be unlawful. In particular, this Bidder's Statement may not be distributed to any person, and the Catalyst Shares may not be offered or sold, in any country outside Australia except to the extent permitted below.

- (b) New Zealand

This Bidder's Statement is not a New Zealand disclosure document and has not been registered, filed with or approved by any New Zealand regulatory authority under or in accordance with the Financial Markets Conduct Act 2013 or any other relevant New Zealand law. The offer of Catalyst Shares under the Offer is being made to existing Vango Shareholders in reliance upon the Financial Markets Conduct (Incidental Offers) Exemption Notice 2021, and, accordingly, this Bidder's Statement may not contain all the information that a disclosure document is required to contain under New Zealand law.

- (c) Ineligible Foreign Shareholders

Vango Shareholders who are Ineligible Foreign Shareholders will not be entitled to receive Catalyst Shares as consideration for their Vango Shares pursuant to the Offer, unless Catalyst otherwise determines.

A Vango Shareholder is an Ineligible Foreign Shareholder for the purposes of the Offer if their address as shown in the register of members of Vango is in a jurisdiction other than Australia or its external territories and New Zealand unless Catalyst determines (in its absolute discretion) that it is not legally or practically constrained from making the Offer to a Vango Shareholder in the relevant jurisdiction and to issue Catalyst Shares to such a shareholder on acceptance of the Offer, and that it is lawful for the shareholder to accept

the Offer in such circumstances in the relevant jurisdiction (**Ineligible Foreign Shareholder**). Notwithstanding anything else in this Bidder's Statement, Catalyst is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

(d) Small Parcel Shareholder

A Vango Shareholder is a Small Parcel Shareholder if the total number of shares held by it is less than a Small Parcel.

(e) Ineligible Foreign Shareholders and Small Parcel Shareholders

The Catalyst Shares which would otherwise have been issued to Ineligible Foreign Shareholders and Small Parcel Shareholders will instead be issued to a nominee approved by ASIC, who will sell these shares. The net proceeds of the sale of such shares will then be remitted to the relevant Ineligible Foreign Shareholders and Small Parcel Shareholders. See section 11.7 for further details.

## 10.10 Disclosure of interests of Catalyst Directors

(a) Interests in Catalyst securities

As at the date of this Bidder's Statement, the Directors of Catalyst had the following Relevant Interests in Catalyst securities:

Director*	Shares	Performance Rights
Stephen Boston	5,750,727	Nil
Robin Scrimgeour	5,509,499	Nil
James Champion de Crespigny	817,279	2,500,000
Bruce Kay	2,222,169	Nil

\* And/or their associates.

(b) Interests in Vango securities

As at the date of this Bidder's Statement, none of the Catalyst Directors have a Relevant Interest in, or voting power in relation to, Vango Shares.

(c) Indemnity and insurance

The constitution of Catalyst permits the grant of an indemnity (to the maximum extent permitted by law) in favour of each director, the company secretary, past directors and secretaries and all past and present executive officers.

Catalyst has entered into deeds of indemnity and access with all of the current directors. This indemnity is against liability to third parties by such officers unless the liability arises out of conduct involving a lack of good faith. The indemnity also covers costs or expenses incurred by an officer in unsuccessfully defending proceedings relating to that person's position. Catalyst maintains an insurance policy in respect of certain present and future officers against certain liability incurred in that capacity.

## 10.11 Consents

Each of the following has consented to being named in the Bidder's Statement in the capacity as noted below and have not withdrawn such consent prior to the date of lodgement of this Bidder's Statement:

- Gilbert + Tobin as legal adviser to Catalyst in relation to the Offer;
- Argonaut PCF as financial adviser to Catalyst in relation to the Offer;
- Automic Group as Catalyst's Share Registry;
- Argonaut Securities Pty Ltd as Nominee in relation to the Offer; and
- each of the Vango Directors.

Each of the parties referred to in this section 10.10:

- has not authorised or caused the issue of this Bidder's Statement;
- does not make, or purport to make, any statement in this Bidder's Statement or on which a statement made in the Bidder's Statement is based other than as specified in this section; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Bidder's Statement other than a reference to its name and a statement included in this Bidder's Statement with the consent of that party as specified in this section.

There are a number of persons referred to elsewhere in this Bidder's Statement who are not experts and who have not made statements included in this Bidder's Statement nor are there any statements made in this Bidder's Statement on the basis of any statements made by those persons. These persons did not consent to being named in the Bidder's Statement and did not authorise or cause the issue of the Bidder's Statement.

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX. Under the terms of ASIC Class Order 13/521, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement. If you would like to receive a copy of any of those documents, or the relevant parts of the documents containing the statements, (free of charge), during the bid period, please contact the Share Registry on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia).

As permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement may include or be accompanied by certain statements:

- which fairly represent what purports to be a statement by an official person;
- which are a correct and fair copy of, or extract from, what purports to be a public official document; or
- which are a correct and fair copy of, or extract from, a statement which has already been published in a book, journal or comparable publication.

In addition, as permitted by ASIC Corporations (Consents to Statements) Instrument 2016/72, this Bidder's Statement contains trading data sourced from IRESS provided without their consent.

### 10.12 Disclosure of fees and benefits received by certain persons

Other than as set out below or elsewhere in this Bidder's Statement, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given:

- to a director or proposed director of Catalyst to induce them to become, or to qualify as, a director of Catalyst; or
- for services provided by an interested person in connection with the formation or promotion of Catalyst or the offer of Catalyst Shares under the Offer.

The persons named in this Bidder's Statement as performing a function in a professional or advisory capacity in connection with the Offer and with the preparation of the Bidder's Statement on behalf of Catalyst are Argonaut PCF as financial adviser and Gilbert + Tobin as legal adviser.

Argonaut PCF has acted as financial adviser to Catalyst in connection with the Offer and is entitled to professional fees for these services. Gilbert + Tobin has acted as legal adviser to Catalyst in connection with the Offer and is entitled to professional fees in accordance with its normal time-based charges.

### 10.13 Social security and superannuation implications of the Offer

Acceptance of the Offer may have implications under your superannuation arrangements or on your social security entitlements. If in any doubt, you should seek specialist advice.

### 10.14 Other material information

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

- material to the making of a decision by a Vango Shareholder whether or not to accept the Offer; and
- known to Catalyst,

which has not previously been disclosed to Vango Shareholders.

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## 11 Terms and Conditions of the Offer

### 11.1 Offer

- (a) Catalyst offers to acquire all of Your Shares on and subject to the terms and conditions set out in this section 11 of this Bidder's Statement.
- (b) The consideration under the Offer is 5 Catalyst Shares for every 115 Vango Shares you hold. If this calculation results in an entitlement to a fraction of a Catalyst Share, that fraction will be rounded down to the next whole number of Catalyst Shares.
- (c) If, at the time this Offer is made to you, you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not receive Catalyst Shares. Instead, you are offered and will receive the net proceeds determined in accordance with section 11.7 of this Bidder's Statement.
- (d) The Catalyst Shares to be issued are ordinary shares in Catalyst and will be credited as fully paid and have the rights summarised in section 3.6 of this Bidder's Statement.
- (e) By accepting this Offer, you undertake to transfer to Catalyst not only the Vango Shares to which the Offer relates, but also all Rights attached to those Vango Shares (see section 11.5(c)(vi) and section 11.5(c)).
- (f) This Offer is being made to each person registered as the holder of Vango Shares in the register of Vango Shareholders on the Register Date. It also extends to:
  - (i) holders of securities that come to be Vango Shares during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by, such securities and which are on issue as at the Register Date; and
  - (ii) any person who becomes registered, or entitled to be registered, as the holder of Your Shares during the Offer Period.
- (g) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of some or all of Your Shares, then:
  - (i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those Vango Shares;
  - (ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other Vango Shares you hold to which the Offer relates; and
  - (iii) this Offer will be deemed to have been withdrawn immediately at that time.
- (h) If at any time during the Offer Period you are registered or entitled to be registered as the holder of one or more parcels of Vango Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate and distinct offer on the same terms and conditions as this Offer had been made in relation to each of those distinct parcels and any distinct parcel you hold in your own right. To validly accept the Offer for each parcel, you must comply with the procedure in section 653B(3) of the Corporations Act. If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please contact Catalyst on +61 8 6107 5878 or at [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au) to request those additional copies.



- (i) If Your Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee you should contact that nominee for assistance in accepting the Offer.
- (j) If you have satisfied the requirements for acceptance in respect of any Vango Shares you hold that are subject to the Vango Share Loan Plan and at the time of acceptance the Offer has not been declared unconditional, Catalyst will take the Offer to have been accepted in respect of only Your Shares that are not subject to the Vango Share Loan Plan but not the balance of Your Shares. You may accept this Offer in respect of any Vango Shares you hold that are subject to the Vango Share Loan Plan once you are permitted to do so in accordance with the terms of the Vango Share Loan Plan.
- (k) The Offer is dated 16 January 2023.

## 11.2 Offer Period

- (a) Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 5.00 pm (Perth time) on the later of:
  - (i) 20 February 2023; or
  - (ii) any date to which the Offer Period is extended.
- (b) Catalyst reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.
- (c) If, within the last 7 days of the Offer Period, either of the following events occurs:
  - (i) the Offer is varied to improve the consideration offered; or
  - (ii) Catalyst's voting power in Vango increases to more than 50%,
 then the Offer Period will be automatically extended so that it ends 14 days after the relevant event in accordance with section 624(2) of the Corporations Act.

## 11.3 How to accept this Offer

- (a) General
  - (i) Subject to sections 11.1(g), 11.1(h) and 11.1(j), you may only accept this Offer for all of Your Shares.
  - (ii) You may accept this Offer at any time during the Offer Period.
- (b) Shares held in your name on Vango's issuer sponsored sub-register
 

To accept this Offer for Vango Shares held in your name on Vango's issuer sponsored sub register (in which case your Securityholder Reference Number will commence with 'I'), you must:

  - (i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
  - (ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at the address shown on the Acceptance Form.

(c) Shares held in your name in a CHESS Holding

- (i) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X') and you are not a Participant, you should instruct your Controlling Participant (for Vango Shareholders who are not institutions, this is normally the stockbroker either through whom you bought Your Shares or through whom you ordinarily acquire shares on the ASX) to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.
- (ii) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X') and you are a Participant, you should initiate acceptance of this Offer in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.
- (iii) Alternatively, to accept this Offer for Vango Shares held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X'), you may sign and complete the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form and ensure that it (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at the address shown on the Acceptance Form.
- (iv) If Your Shares are held in your name in a CHESS Holding (in which case your Holder Identification Number will commence with 'X'), you must comply with any other applicable ASX Settlement Operating Rules.

(d) Shares of which you are entitled to be registered as holder

To accept this Offer for Vango Shares which are not held in your name, but of which you are entitled to be registered as holder, you must:

- (i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
- (ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period at one of the addresses shown on the Acceptance Form.

(e) Acceptance Form and other documents

- (i) The Acceptance Form forms part of the Offer.
- (ii) If your Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is returned by post, for your acceptance to be valid you must ensure that they are posted or delivered in sufficient time for them to be received by Catalyst at the address shown on the Acceptance Form before the end of the Offer Period.
- (iii) When using the Acceptance Form to accept this Offer in respect of Vango Shares in a CHESS Holding, you must ensure that the Acceptance Form (and any documents required by the terms of this Offer and the instruction on the Acceptance Form) are received by Catalyst in time for Catalyst to instruct your Controlling Participant to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASX Settlement Operating Rules before the end of the Offer Period.

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

#### 11.4 Validity of acceptances

- (a) Subject to this section 11.4, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in section 11.3.
- (b) Catalyst will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept the Offer and time of receipt of an acceptance of the Offer. Catalyst is not required to communicate with you prior to or after making this determination. The determination of Catalyst will be final and binding on all parties.
- (c) Notwithstanding sections 11.3(b), 11.3(c), 11.3(d) and 11.3(e), Catalyst may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of Your Shares, even if a requirement for acceptance has not been complied with but the payment of the consideration in accordance with the Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by Catalyst.
- (d) Where you have satisfied the requirements for acceptance in respect of only some of Your Shares, Catalyst may, in its sole discretion, regard the Offer to be accepted in respect of those of Your Shares but not the remainder.
- (e) Catalyst will provide the consideration to you in accordance with section 11.6, in respect of any part of an acceptance determined by Catalyst to be valid.

#### 11.5 The effect of acceptance

- (a) You will be unable to revoke your acceptance. The contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Shares from the Offer or otherwise dispose of Your Shares, except as follows:
- (i) if, by the relevant times specified in section 11.5(b), the Conditions in section 11.8 have not all been fulfilled or freed, this Offer will automatically terminate and Your Shares will be returned to you; or
- (ii) if the Offer Period is extended for more than one month and the obligations of Catalyst to deliver the consideration are postponed for more than one month and, at the time, this Offer is subject to one or more of the Conditions in section 11.8, you may be able to withdraw your acceptance and Your Shares in accordance with section 650E of the Corporations Act. A notice will be sent to you at the time explaining your rights in this regard.
- (b) The relevant times for the purposes of section 11.5(a)(i) are:
- (i) in relation to the Conditions in section 11.8(c), the end of the third Business Day after the end of the Offer Period; and
- (ii) in relation to all other Conditions in section 11.8, the end of the Offer Period.
- (c) By signing and returning the Acceptance Form, or otherwise accepting this Offer pursuant to section 11.3, you will be deemed to have:
- (i) accepted this Offer (and any variation of it) in respect of, and, subject to all of the Conditions to this Offer in section 11.8 being fulfilled or freed, agreed to transfer to

Catalyst, all of Your Shares (even if the number of Vango Shares specified on the Acceptance Form differs from the number of Your Shares), subject to sections 11.1(g), 11.1(h) and 11.1(j);

- (ii) represented and warranted to Catalyst, as a fundamental condition going to the root of the contract resulting from your acceptance, that at the time of acceptance, and the time the transfer of Your Shares (including any Rights) to Catalyst is registered, that all Your Shares are and will be free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise), that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Shares (including any Rights) to Catalyst, and that you have paid to Vango all amounts which at the time of acceptance have fallen due for payment to Vango in respect of Your Shares;
- (iii) irrevocably authorised Catalyst (and any director, secretary, nominee or agent of Catalyst) to alter the Acceptance Form on your behalf by inserting correct details relating to Your Shares, filling in any blanks remaining on the form and rectifying any errors or omissions as may be considered necessary by Catalyst to make it an effective acceptance of this Offer or to enable registration of Your Shares in the name of Catalyst;
- (iv) if you signed the Acceptance Form in respect of Vango Shares which are held in a CHESS Holding, irrevocably authorised Catalyst (or any director, secretary, nominee or agent of Catalyst) to instruct your Controlling Participant to initiate acceptance of this Offer in respect of Your Shares in accordance with Rule 14.14 of the ASX Settlement Operating Rules;
- (v) if you signed the Acceptance Form in respect of Vango Shares which are held in a CHESS Holding, irrevocably authorised Catalyst (or any director, secretary, nominee or agent of Catalyst) to give any other instructions in relation to Your Shares to your Controlling Participant, as determined by Catalyst acting in its own interests as a beneficial owner and intended registered holder of those Vango Shares;
- (vi) irrevocably authorised and directed Vango to pay to Catalyst, or to account to Catalyst for, all Rights in respect of Your Shares, subject, if this Offer is withdrawn, to Catalyst accounting to you for any such Rights received by Catalyst;
- (vii) irrevocably authorised Catalyst to notify Vango on your behalf that your place of address for the purpose of serving notices on you in respect of Your Shares is the address specified by Catalyst in the notification;
- (viii) with effect from the time and date on which all the Conditions to this Offer in section 11.8 have been fulfilled or freed, to have irrevocably appointed Catalyst (and any director, secretary or nominee of Catalyst) severally from time to time as your true and lawful attorney to exercise all your powers and rights in relation to Your Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate representative, at all general meetings and all court-convened meetings of Vango and to request Vango to register, in the name of Catalyst or its nominee, Your Shares, as appropriate, with full power of substitution (such power of attorney, being coupled with an interest, being irrevocable);
- (ix) with effect from the date on which all the Conditions to this Offer in section 11.8 have been fulfilled or freed, to have agreed not to attend or vote in person, by proxy or by body corporate representative at any general meeting or any court-

convened meeting of Vango or to exercise or purport to exercise any of the powers and rights conferred on Catalyst (and its directors, secretaries and nominees) in section 11.5(c)(viii);

- (x) agreed that in exercising the powers and rights conferred by the powers of attorney granted under section 11.5(c)(viii), the attorney will be entitled to act in the interests of Catalyst as the beneficial owner and intended registered holder of Your Shares;
  - (xi) agreed to do all such acts, matters and things that Catalyst may require to give effect to the matters the subject of this section 11.5(c) (including the execution of a written form of proxy to the same effect as this section 11.5(c) which complies in all respects with the requirements of the constitution of Vango) if requested by Catalyst;
  - (xii) agreed to indemnify Catalyst in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Securityholder Reference Number or in consequence of the transfer of Your Shares to Catalyst being registered by Vango without production of your Holder Identification Number or your Securityholder Reference Number for Your Shares;
  - (xiii) represented and warranted to Catalyst that, unless you have notified it in accordance with section 11.1(h), Your Shares do not consist of separate parcels of Vango Shares;
  - (xiv) irrevocably authorised Catalyst (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASX Settlement Operating Rules to transfer Your Shares to Catalyst's Takeover Transferee Holding, regardless of whether it has paid the consideration due to you under this Offer;
  - (xv) agreed, subject to the Conditions of this Offer in section 11.8 being fulfilled or freed, to execute all such documents, transfers and assurances, and do all such acts, matters and things that Catalyst may consider necessary or desirable to convey Your Shares registered in your name and Rights to Catalyst; and
  - (xvi) agreed to accept the Catalyst Shares to which you have become entitled by acceptance of this Offer subject to the constitution of Catalyst and have authorised Catalyst to place your name on its register of shareholders in respect of those Catalyst Shares.
- (d) The undertakings and authorities referred to in section 11.4(c) will remain in force after you receive the consideration for Your Shares and after Catalyst becomes registered as the holder of Your Shares.

## **11.6 Consideration for Your Shares**

- (a) Subject to section 11.4(b), this section 11.6 and section 11.7 and the Corporations Act, Catalyst will provide the consideration due to you for Your Shares on or before the earlier of:
  - (i) one month after the date of your acceptance or, if this Offer is subject to a defeating Condition when you accept this Offer, within one month after this Offer becomes unconditional; and
  - (ii) 21 days after the end of the Offer Period.

- For personal use only
- (b) Where the Acceptance Form requires an additional document to be delivered with your Acceptance Form (such as a power of attorney):
    - (i) if that document is given with your Acceptance Form, Catalyst will provide the consideration in accordance with section 11.6(a);
    - (ii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to a defeating Condition, Catalyst will provide the consideration due to you on or before the earlier of one month after this Offer becomes unconditional and 21 days after the end of the Offer Period;
    - (iii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to a defeating Condition, Catalyst will provide the consideration due to you on or before the earlier of one month after that document is given and 21 days after the end of the Offer Period; and
    - (iv) if that document is given after the end of the Offer Period, and the Offer is not subject to a defeating Condition, Catalyst will provide the consideration within 21 days after that document is given. However, if at the time the document is given, the Offer is still subject to a defeating Condition that relates only to the happening of an event or circumstance referred to in section 652C(1) or (2) of the Corporations Act, Catalyst will provide the consideration due to you within 21 days after the Offer becomes unconditional.
  - (c) If you accept this Offer, Catalyst is entitled to all Rights in respect of Your Shares. Catalyst may require you to provide all documents necessary to vest title to those Rights in Catalyst, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to Catalyst, or if you have (or any previous owner of Your Shares has) received the benefit of those Rights, Catalyst will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Catalyst) of those Rights. However, no amount will be deducted in respect of the franking credits (if any) attached to the Rights.
  - (d) If you have accepted the Offer and you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will receive your share of the proceeds from the sale of the Catalyst Shares in accordance with section 11.7.
  - (e) Payment of any cash amount to which you are entitled under the Offer will be made by cheque in Australian currency. Cheques will be posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) to the address as shown either, at the discretion of Catalyst, on your Acceptance Form, or on the register copy supplied by Vango from time to time.
  - (f) The obligation of Catalyst to issue and allot any Catalyst Shares to which you are entitled will be satisfied by Catalyst:
    - (i) entering your name on the register of members of Catalyst; and
    - (ii) dispatching or procuring the dispatch to you by pre-paid post to your address recorded in Vango's register of members last notified to Catalyst, an uncertificated holding statement in your name. If Your Shares are held in a joint name, an uncertificated holding statement will be issued in the name of, and forwarded to, the holder whose name appears first in Vango's register of members last notified to Catalyst.



- (g) If at the time you accept the Offer, any authority, clearance or approval is required for you to receive any consideration for Your Shares, including (but not limited to) any authority, clearance or approval of:

- (i) the Reserve Bank of Australia (whether under the *Banking (Foreign) Exchange Regulations 1959* (Cth) or otherwise);
- (ii) the Minister for Foreign Affairs (whether under the *Charter of the United Nations Act 1945* (Cth), the *Charter of the United Nations (Dealing with Assets) Regulations 2008* (Cth) or any other regulations made thereunder), or otherwise;
- (iii) the Commissioner of Taxation; or
- (iv) any other person as required by any other law of Australia that would make it unlawful for Catalyst to provide any consideration for Your Shares,

then you will not be entitled to receive any consideration for Your Shares until all requisite authorities, clearances or approvals have been received by Catalyst.

- (h) If Catalyst determines, acting reasonably and in good faith that it is liable to pay an amount of Foreign Resident CGT Withholding Tax to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth) (**TAA**) with respect to the acquisition of Vango Shares from a Vango Shareholder, Catalyst will, for any such Vango Shareholder:

- (i) determine the amount required to be paid to the Commissioner of Taxation being 12.5%, or such lesser amount approved by the Commissioner of Taxation in the Variation Notice (**Foreign Resident CGT Payment Amount**);
- (ii) determine the amount of Catalyst Shares as necessary in the reasonable opinion of Catalyst to account for the relevant Foreign Resident CGT Payment Amount (taking into account reasonable fluctuations in share price) that would otherwise have been issued to the Vango Shareholder will be issued to the Nominee;
- (iii) instruct the Nominee to sell the Catalyst Shares withheld under section 11.6(h)(ii), and return to Catalyst the relevant sale proceeds, after deducting any reasonable and applicable fees, brokerage, taxes and charges, and transfer to the Vango Shareholder any surplus amount of Catalyst Shares (if any);
- (iv) remit the Foreign Resident CGT Payment Amount to the Commissioner of Taxation (or retain the sale proceeds, as a reimbursement, where the Foreign Resident CGT Payment Amount has already been paid by Catalyst to the Commissioner of Taxation); and
- (v) after deduction of the Foreign Resident CGT Payment Amount, provide the net proceeds (including, where applicable, the requisite net number of Catalyst Shares after an adjustment in respect of deduction on account of the Foreign Resident CGT Payment Amount to reduce the number of Catalyst Shares provided) to that Vango Shareholder for the purposes of this Offer.

For the avoidance of doubt, where the conditions in this section 11.6(h) are satisfied, Catalyst will, for the purposes of this Offer, be deemed to have satisfied its obligations to provide the Offer consideration to a Vango Shareholder if the amount or value of the net proceeds provided to the Vango Shareholder are equal to the amount or value of the Offer consideration that would have otherwise been provided to the Vango Shareholder pursuant to the Offer, less the Foreign Resident CGT Payment Amount Payment Amount for that Vango Shareholder.



## 11.7 Ineligible Foreign Shareholders and Small Parcel Shareholders

- (a) If you are an Ineligible Foreign Shareholder or a Small Parcel Shareholder, you will not be entitled to receive Catalyst Shares as the consideration for Your Shares as a result of accepting this Offer, and Catalyst will:
- (i) arrange for the issue to Argonaut Securities Pty Ltd ACN 108 330 650 (the **Nominee**) of the number of Catalyst Shares to which you and all other Ineligible Foreign Shareholders and Small Parcel Shareholders would have otherwise been entitled but for section 11.1(c) and the equivalent provision in each other offer under the Offer;
  - (ii) cause the Catalyst Shares so issued to be offered for sale by the Nominee on ASX as soon as practicable and otherwise in the manner, at the price and on such other terms and conditions as are determined by the Nominee (at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders); and
  - (iii) pay you the amount ascertained in accordance with the formula (for the avoidance of doubt, subject to adjustment under section 11.6(h), if applicable):

$$\frac{N \times YS}{TS}$$

where:

'N' is the amount which is received by the Nominee on the sale of all Catalyst Shares under this section 11.7 less brokerage and sale expenses;

'YS' is the number of Catalyst Shares which would, but for section 11.1(c), otherwise have been allotted to you; and

'TS' is the total number of Catalyst Shares allotted to the Nominee under this section 11.7.

- (b) You will receive your share of the proceeds of the sale of Catalyst Shares by the Nominee, calculated in accordance with section 11.7(a), in Australian currency.
- (c) Payment will be made by cheque posted to you at your risk by ordinary mail (or in the case of overseas shareholders, by airmail) at the address provided on your Acceptance Form within the period required by the Corporations Act.
- (d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Catalyst Shares by the Nominee, regardless of any delay in remitting these proceeds to you.
- (e) The Nominee may sell the Catalyst Shares in such manner, at such price or prices and on such terms as the Nominee determines, and at the risk of the Ineligible Foreign Shareholders and Small Parcel Shareholders. The Nominee will sell the Catalyst Shares on ASX following the issue of those shares to it.
- (f) As the market price of Catalyst Shares will be subject to change from time to time, the sale price of the Catalyst Shares sold by the Nominee and the proceeds of those sales cannot be guaranteed. Neither Catalyst nor the Nominee gives any assurance as to the price that will be achieved for the sale of the Catalyst Shares by the Nominee.
- (g) The Nominee will be appointed by, and will provide the Nominee services to, Catalyst. In acting as Nominee, the Nominee will not be acting as agent or sub-agent of any Ineligible

Foreign Shareholder or Small Parcel Shareholder, does not have duties or obligations (fiduciary or otherwise) to any Ineligible Foreign Shareholder or Small Parcel Shareholder and does not underwrite the sale of the Catalyst Shares.

### 11.8 Conditions of this Offer

Subject to section 11.9, the completion of this Offer and any contract that results from an acceptance of this Offer, are subject to the fulfilment of the Conditions set out below:

(a) Minimum acceptance

At the end of the Offer Period, Catalyst has a Relevant Interest in at least 70% (by number) of all of the Vango Shares.

(b) Treatment of Vango Options and Vango Notes

By the end of the Offer Period:

- (i) all Performance Options have been cancelled for nil consideration;
- (ii) all L39 Options have been cancelled or acquired; and
- (iii) all Vango Notes have been dealt with under an agreement between the holder of the Vango Notes and Catalyst.

(c) No Prescribed Occurrence

No Prescribed Occurrence happens in the period between the Announcement Date and the end of the Offer Period.

(d) No Other Occurrence

No Other Occurrence happens in the period between the Announcement Date and the end of the Offer Period.

(e) Funding Condition

Vango enters into an agreement for a line of credit with a third party on the following key terms:

- (i) the line of credit is for an amount of no less than \$5 million;
- (ii) the principal and accrued interest are only repayable at a date which is no earlier than 4 months after the Announcement Date;
- (iii) the interest on the debt is no more than 10% per annum;
- (iv) the debt is unsecured; and
- (v) other than interest, there are no other fees payable by Vango to the third party debt provider in relation to the debt funding.

(f) No material adverse change

Between the Announcement Date and the date on which the Offer Period ends (both inclusive), no event, change, condition, matter or thing (each an **Event**) occurs, is disclosed or announced or becomes known to Catalyst which has had, will have or is

reasonably likely to have (whether individually or when aggregated with one or more other Events) a material adverse effect on the business, assets, liabilities, financial or trading position, performance, profitability or prospects of the Vango Group (taken as a whole), which will include, without limitation to the foregoing, the following:

- (i) any amendment, variation, termination, withdrawal, cancellation, surrender, declaration of invalidity, or failure to renew in respect of any interest in any of the Mining Tenements; or
- (ii) a material breach of the Vango Warranties.

#### **11.9 Nature and benefit of Conditions**

- (a) The Conditions in section 11.8 are conditions subsequent. The non-fulfilment of any condition subsequent does not, until the end of the Offer Period (or in the case of the Conditions in section 11.8(c), until the end of the third Business Day after the end of the Offer Period), prevent a contract to sell Your Shares from arising, but non-fulfilment of any of those Conditions will have the consequences set out in section 11.10(b).
- (b) Subject to the Corporations Act, Catalyst alone is entitled to the benefit of the Conditions in section 11.8, or to rely on any non-fulfilment of any of them.
- (c) Each Condition in section 11.8 is a separate, several and distinct condition. No Condition will be taken to limit the meaning or effect of any other Condition.

#### **11.10 Freeing the Offer of Conditions**

- (a) Catalyst may free this Offer, and any contract resulting from its acceptance, from all or any of the conditions subsequent in section 11.8, either generally or by reference to a particular fact, matter, event, occurrence or circumstance (or class thereof), by giving a notice to Vango and to ASX declaring this Offer to be free from the relevant condition or conditions specified, in accordance with section 650F of the Corporations Act. This notice may be given:
  - (i) in the case of the Conditions in section 11.8(c), not later than 3 Business Days after the end of the Offer Period; and
  - (ii) in the case of all the other Conditions in section 11.8, not less than 7 days before the end of the Offer Period.
- (b) If, at the end of the Offer Period (or in the case of the Conditions in section 11.8(c), at the end of the third Business Day after the end of the Offer Period), the Conditions in section 11.8 have not been fulfilled and Catalyst has not declared the Offer (or it has not become) free from those conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

#### **11.11 Official quotation of Catalyst Shares**

- (a) Catalyst has been admitted to the official list of ASX. Catalyst Shares of the same class as those to be issued as consideration have been granted official quotation by ASX.
- (b) An application will be made within 7 days after the start of the bid period to ASX for the granting of official quotation of the Catalyst Shares to be issued in accordance with the Offer. However, official quotation is not granted automatically on application.
- (c) Pursuant to the Corporations Act, this Offer and any contract that results from your acceptance of it are subject to a condition that permission for admission to official

quotation by ASX of the Catalyst Shares to be issued pursuant to the Offer being granted no later than 7 days after the end of the bid period. If this condition is not fulfilled, all contracts resulting from the acceptance of the Offers will be automatically void.

#### **11.12 Withdrawal of this Offer**

- (a) This Offer may be withdrawn with the consent in writing of ASIC, which consent may be subject to conditions. If ASIC gives such consent, Catalyst will give notice of the withdrawal to ASX and to Vango and will comply with any other conditions imposed by ASIC.
- (b) If, at the time this Offer is withdrawn, all the Conditions in section 11.8 have been freed, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.
- (c) If, at the time this Offer is withdrawn, the Offer remains subject to one or more of the Conditions in section 11.8, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant conditions have occurred).
- (d) A withdrawal pursuant to section 11.12 will be deemed to take effect:
  - (i) if the withdrawal is not subject to conditions imposed by ASIC, on and after the date on which that consent in writing is given by ASIC; or
  - (ii) if the withdrawal is subject to conditions imposed by ASIC, on and after the date on which those conditions are satisfied.

#### **11.13 Variation of this Offer**

Catalyst may vary this Offer in accordance with the Corporations Act.

#### **11.14 No stamp duty**

Catalyst will pay any stamp duty on the transfer of Your Shares to it.

#### **11.15 Governing laws**

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Western Australia, Australia.

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## 12 Definitions and interpretation

### 12.1 Definitions

In this Bidder's Statement and in the Acceptance Form unless the context otherwise appears, the following terms have the meanings shown below:

**\$ or A\$ or AUD** means Australian dollars, the lawful currency of the Commonwealth of Australia.

**Acceptance Form** means the acceptance form enclosed with this Bidder's Statement.

**Announcement Date** means the date of the announcement of the Offer by Catalyst, being 10 January 2023.

**Argonaut PCF** means Argonaut PCF Limited (ACN 099 761 547).

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means as the context requires, ASX Limited ABN 98 008 624 691 or the securities market conducted by it.

**ASX Settlement** means ASX Settlement Pty Limited ABN 49 008 504 532.

**ASX Settlement Operating Rules** means the operating rules of the ASX Settlement which govern the administration of the Clearing House Electronic Subregister System.

**Automic Group** means Automic Pty Ltd (ACN 152 260 814).

**Bidder's Statement** means this document, being the statement of Catalyst under Part 6.5 Division 2 of the Corporations Act relating to the Offer.

**Bid Implementation Agreement** means the takeover bid implementation agreement entered into by Catalyst and Vango dated 9 January 2023, the material terms of which are set out in section 10.1.

**Business Day** means a day on which banks are open for business in Perth, Western Australia, excluding a Saturday, Sunday or public holiday.

**Catalyst** means Catalyst Metals Limited ABN 54 118 912 495 (ASX: CYL).

**Catalyst Board** means the board of directors of Catalyst.

**Catalyst Director** means a director of Catalyst.

**Catalyst's FY22 Annual Report** means Catalyst's Annual Financial Report and Directors' Report for the year ended 30 June 2020, lodged with ASX on 3 October 2022.

**Catalyst Group** means Catalyst and each of its subsidiaries, and a reference to a "Catalyst Group Member" is to Catalyst or any of its subsidiaries.

**Catalyst Notes** has the meaning given in section 5.2(c).

**Catalyst Shares** means fully paid ordinary shares in the capital of Catalyst.

**CGT** means capital gains tax.

**CGT Discount** has the meaning described in section 9.2(e).

**CHESS Holding** means a number of Vango Shares which are registered on Vango's share register being a register administered by the ASX Settlement and which records uncertificated holdings of shares.

**Combined Group** means, as the context requires:

- (a) the group of companies resulting from the combination of the Catalyst Group and the Vango Group should the Offer be successful; or
- (b) the group of companies resulting from the combination of the Catalyst Group and the Vango Group should the Offer be successful.

**Commissioner of Taxation** has the meaning given in the *Taxation Administration Act 1953* (Cth).

**Conditions** means the conditions to the Offer set out in section 11.8.

**Controlling Participant** in relation to Your Shares, has the same meaning as in the ASX Settlement Operating Rules.

**Corporations Act** means the *Corporations Act 2001* (Cth).

**CSVF** means Collins St Asset Management Pty Ltd ACN 601 897 974 as trustee for the Collins St Value Fund.

**Foreign Resident CGT Payment Amount** is determined under section 11.6(h) of this Bidder's Statement.

**Foreign Resident CGT Withholding Tax** means an amount required to be withheld by Catalyst and remitted to the Commissioner of Taxation pursuant to Subdivision 14-D of Schedule 1 to the *Taxation Administration Act 1953* (Cth)

**Funding Condition** means the Condition to the Offer set out in section 11.8(e).

**FY** means a financial year ending 30 June.

**GST** means goods and services tax.

**Holder Identification Number** has the same meaning as in the ASX Settlement Operating Rules.

**Ineligible Foreign Shareholder** has the meaning given in section 10.9(c).

**Issuer Sponsored Holdings** means a holding of Vango Shares on Vango issuer sponsored subregister.

**JORC Code** means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves, 2012 edition.

**L39** means L39 Pty Ltd (ABN 66 152 101 392).

**L39 Options** has the meaning given to that term in section 5.1.

**Last Practicable Date** means the last practicable date prior to the date of this Bidder's Statement, being 6 January 2023.

**Listing Rules** means the Official Listing Rules of ASX, as amended and waived by ASX from time to time.

**Lodestar** means Lodestar Minerals Limited (ASX:LSR).

**Material Contract** means any agreement or other instrument to which Vango or any member of the Vango Group is a party, or by to which Vango or any member of the Vango Group or any of its assets may be bound or subject, and which is material to Vango (being any agreement or instrument with expenditure or revenue of at least \$100,000 or with a term of longer than one year or is otherwise material to the Vango business), and includes, without limitation:

- (a) the Option Cancellation Deeds;
- (b) any royalties in relation to the Mining Tenements;
- (c) any native title agreements;
- (d) the farm-in and joint venture agreement between Vango and Lodestar dated on or around 17 July 2019 in relation to the Ned's Creek Joint Venture Project;
- (e) the contract for provision of drilling services for the Marymia Gold Project between Vango and Westdrill Pty Ltd ABN 82 007 916 690 dated 12 August 2022; and
- (f) the convertible note agreement between Vango and CSVF dated 31 March 2022.

**Mineral Resource** has the meaning given in the JORC Code.

**Mining Tenements** means each of the following mining tenements:

L 52/154	M 52/220	M 52/234	M 52/278	M 52/299	M 52/478
L 52/188	M 52/226	M 52/235	M 52/279	M 52/303	M 52/572
E 52/2071	M 52/227	M 52/246	M 52/291	M 52/321	M 52/593
E 52/2072	M 52/228	M 52/247	M 52/304	M 52/323	M 52/654
P 52/1587	M 52/229	M 52/257	M 52/305	M 52/366	M 52/748
P 52/1588	M 52/230	M 52/258	M 52/306	M 52/367	M 52/779
P 52/1609	M 52/231	M 52/259	M 52/320	M 52/369	M 52/780
M 52/183	M 52/232	M 52/269	M 52/292	M 52/370	M 52/781
M 52/217	M 52/233	M 52/270	M 52/293	M 52/396	M 52/782
M 52/218	M 52/219				

**Moz** means million ounces.

**Nominee** means the nominee appointed by Catalyst and approved by ASIC in accordance with section 11.7 of this Bidder's Statement, being Argonaut Securities Pty Ltd ACN 108 330 650.

**Offer** means the offer for Your Shares under the terms and conditions contained in section 11 of this Bidder's Statement.

**Offer Period** means the period during which the Offer will remain open for acceptance in accordance with section 11.2 of this Bidder's Statement.

**Option Cancellation Deeds** has the meaning given in section 5.2(a).



**Ore Reserve** has the meaning given in the JORC Code.

**Other Occurrence** means an occurrence of any of the following where that occurrence was not consented to by Catalyst in writing and is not the result of Vango taking or procuring any action required to be taken or procured by it the Bid Implementation Agreement:

- (a) any subsidiary of Vango converting all or any of its securities into a larger or smaller number of securities;
- (b) any Vango Group Member reclassifying, combining, splitting, redeeming or cancelling directly or indirectly any of its securities;
- (c) any Vango Group Member incurring any financial indebtedness or issuing any debt securities, other than in the ordinary course of business;
- (d) any Vango Group Member making any loans, advances or capital contributions to, or investments in, any other person (other than to or in Vango or any wholly-owned subsidiary of Vango in the ordinary course of business), other than in the ordinary course of business;
- (e) any Vango Group Member ceasing, or threatening to cease, to carry on business;
- (f) any Vango Group Member is deregistered as a company or otherwise dissolved;
- (g) any Vango Group Member is or becomes unable to pay its debts when they fall due;
- (h) any Vango Group Member entering into any arrangement, commitment or agreement with a related party (as that term is defined in section 228 of the Corporations Act);
- (i) any Vango Group Member making or amending any tax election, changing any method of tax accounting, settling or compromising any tax liability (other than payroll tax in respect of directors' fees), filing any material amended tax return, entering into a closing agreement, surrendering any right to claim a material tax refund or consents to the extension or waiver of the limitation period applicable to any material tax claim or assessment, other than in the ordinary course of business;
- (j) any Vango Group Member paying, discharging, settling, satisfying, compromising, waiving, assigning or releasing any claims, liabilities or obligations exceeding \$100,000 other than the payment, discharge or satisfaction, in the ordinary course of business consistent with past practice, of liabilities reflected or reserved against in Vango financial statements or incurred in the ordinary course of business consistent with past practice;
- (k) Vango or any of its subsidiaries authorising, recommending or proposing any release or relinquishment of any contractual right, except in the ordinary course of business consistent with past practice;
- (l) any Vango Group Member:
  - (i) increasing the remuneration of, paying any bonus (other than in accordance with existing contractual entitlements as at the date of the Bid Implementation Agreement) to or otherwise varying the employment arrangements of any Vango director or any employee of the Vango Group whose total employment cost exceeds \$100,000;
  - (ii) issuing any securities, options or performance rights to any of the employees of the Vango Group, or accelerating the rights of any such employee to compensation or benefits of any kind (including, without limitation, under any executive or employee

share or option plan and including, without limitation, by vesting any outstanding performance rights);

- (iii) paying any employee termination or retention payments (otherwise than in accordance with contractual entitlements existing at the date of the Bid Implementation Agreement which were disclosed to Catalyst prior to the date of the Bid Implementation Agreement);
- (iv) entering into employment arrangements (or amending the terms of any existing employment arrangements) with any individual which could involve a member of the Vango Group giving a commitment to such individual in excess of \$100,000 per annum;
- (v) entering into, offering to enter into or agreeing to enter into any agreement, joint venture, asset or profit share, partnership or commitment which would require expenditure, or the foregoing of revenue, by Vango and / or any of its subsidiaries of an amount which is, in aggregate, more than \$150,000, other than in the ordinary course of business;
- (vi) entering into, amending or terminating any Material Contract; or
- (vii) resolving, agreeing, committing or announcing an intention to do any of the things referred to in sub-paragraphs (a) to (i) (inclusive).

**Oz** means ounce.

**Participant** means an entity admitted to participate in the Clearing House Electronic Sub register System under Rule 4.3.1 and 4.4.1 of the ASX Settlement Operating Rules.

**Performance Options** has the meaning given to that term in section 5.1.

**Pre-Bid Acceptance Deeds** has the meaning given in section 10.5.

**Pre-Bid Shareholders** has the meaning given in section 10.5.

**Prescribed Occurrence** means an event described in section 652C(1) or section 652C(2) of the Corporations Act.

**Register Date** means the date set by Catalyst under section 633(2) of the Corporations Act, being 5.00pm (Perth time) on 9 January 2023.

**Related Body Corporate** has the meaning given to that term in the Corporations Act.

**Relevant Interest** has the meaning given to that term in sections 608 and 609 of the Corporations Act.

**Rights** means all accreditations, rights or benefits of whatever kind attaching or arising from Vango Shares directly or indirectly at or after the Announcement Date (including, but not limited to, all dividends or other distributions and all rights to receive them or rights to receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by Vango or any of its subsidiaries).

**Securityholder Reference Number** has the same meaning as in the ASX Settlement Operating Rules.

**Share Registry** means Automic Group.

**Small Parcel** means a parcel of Catalyst Shares having a value of less than \$500 based on the highest closing price of Catalyst Shares on the ASX during the period from the date of this Bidder's Statement until the earlier of the end of the Offer Period and five ASX trading days before the first day on which Catalyst must provide the Offer consideration under the Offer.

**Small Parcel Shareholder** means a Vango Shareholder who would be entitled to receive a total number of Catalyst Shares as consideration under the Offer which constitute a Small Parcel.

**Superior Gold** means Superior Gold Inc. (TSX-V:SGI).

**TAA** means the *Taxation Administration Act 1953* (Cth).

**Takeover Transferee Holding** has the same meaning as in the ASX Settlement Operating Rules.

**Target's Statement** means the statement to be provided by Vango under Part 6.5 Division 3 of the Corporations Act relating to the Offer.

**Tax Act** means the *Income Tax Assessment Act 1936* (Cth), the *Income Tax Assessment Act 1997* (Cth) and the *Taxation Administration Act 1953* (Cth), as applicable.

**Vango** means Vango Mining Limited ABN 68 108 737 711 (ASX: VAN).

**Vango's FY22 Annual Report** means Vango's Annual Financial Report and Directors' Report for the year ended 30 June 2022, lodged with ASX on 30 September 2022.

**Vango's FY21 Annual Report** means Vango's Annual Financial Report and Directors' Report for the year ended 30 June 2021, lodged with ASX on 30 September 2021.

**Vango Board** means the board of directors of Vango.

**Vango Director** means a director of Vango.

**Vango Group** means Vango and each of its subsidiaries.

**Vango Group Member** means any member of the Vango Group.

**Vango Notes** means the convertible note issued to CSVF by Vango pursuant to the convertible note agreement between Vango and CSVF dated 31 March 2022.

**Vango Options** means the L39 Options and the Performance Options.

**Vango Share Loan Plan** has the meaning given in section 5.4.

**Vango Shares** means fully paid ordinary shares in the capital of Vango, including those shares on issue at the end of the Offer Period.

**Vango Shareholder** means person who is registered as the holder of a Vango Share in the Vango share register.

**Vango Warranties** means the representations and warranties provided by Vango under the Bid Implementation Agreement, as set out in section 10.1(e) of this Bidder's Statement.

**Variation Notice** means a notice of variation granted by the Commissioner of Taxation under section 14-235 of Schedule 1 of the TAA.

**VWAP** means volume weighted average price.

**Your Shares** means, subject to sections 11.1(g), 11.1(h) and 11.1(j), the Vango Shares:

- (a) in respect of which you are registered, or entitled to be registered, as holder in the register of shareholders of Vango on the Register Date; or
- (b) to which you are able to give good title at the time you accept this Offer during the Offer Period.

## 12.2 Interpretation

In this Bidder's Statement and in the Acceptance Form, unless the context otherwise requires:

- (a) words and phrases have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a section, attachment and schedule is a reference to a section of and an attachment and schedule to this Bidder's Statement as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by law includes all statutes, regulations, proclamations, ordinances, or by laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by laws issued under that statute;
- (g) headings and bold type are for convenience only and do not affect the interpretation of this Bidder's Statement;
- (h) a reference to time is a reference to time in Sydney, Australia;
- (i) a reference to writing includes facsimile transmissions; and
- (j) a reference to dollars, \$, A\$, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

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## 13 Approval of Bidder's Statement

This Bidder's Statement has been approved by a unanimous resolution passed by the directors of Catalyst.

Date: 10 January 2023

Signed for and on behalf of **Catalyst Metals Limited**

A handwritten signature in black ink, appearing to read 'Stephen Boston', is written over the printed name.

**Stephen Boston**  
Chairman  
Catalyst Metals Limited

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## Company directory

### **Catalyst Metals Limited ABN 54 118 912 495**

A public company limited by shares incorporated in Australia

#### **Directors**

Mr Stephen Boston (Chairman)  
Mr James Champion de Crespigny (Managing Director  
and Chief Executive Officer)  
Mr Robin Scrimgeour (Non-Executive Director)  
Mr Bruce Kay (Non-Executive Director)

#### **Company Secretary**

Frank Campagna

#### **Principal and registered office**

Unit 9, Churchill Court  
331-335 Hay Street  
Subiaco WA 6008  
Telephone: +61 (8) 6107 5878  
Email: [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au)  
Website: [www.catalystmetals.com.au](http://www.catalystmetals.com.au)

#### **Offer queries**

Telephone: +61 8 6107 5878  
between 8.30am and 5.00pm (Perth time)  
Monday to Friday  
Email: [admin@catalystmetals.com.au](mailto:admin@catalystmetals.com.au)

#### **Financial adviser to the Offer**

Argonaut PCF  
Level 30 Allendale Square  
77 St Georges Terrace  
Perth WA 6000 Australia

#### **Legal adviser to the Offer**

Gilbert + Tobin  
Level 16, Brookfield Place Tower 2  
123 St Georges Terrace  
Perth WA 6000

#### **Share Registry**

Automic Group  
Level 5, 191 St Georges Terrace  
Perth WA 6000  
Telephone: 1300 288 664  
+61 2 9698 5414  
Email: [hello@automicgroup.com.au](mailto:hello@automicgroup.com.au)

## Attachment A Catalyst's Mineral Resources and Ore Reserves

### 1. Catalyst's Minerals Resources

Deposit / Area	Cut off grade (g/t)	Indicated			Inferred			Total		
		Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)
Henty Deposit*	1.7	1800	4.5	257	900	4.0	111	2600	4.3	368
<b>Total</b>		<b>1800</b>	<b>4.5</b>	<b>257</b>	<b>900</b>	<b>4.0</b>	<b>111</b>	<b>2600</b>	<b>4.3</b>	<b>368</b>

\* Rounding discrepancies may occur.

### 2. Catalyst's Ore Reserves

Project	Cut off grade (g/t)	Proved			Probable			Total		
		Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au k(oz)	Tonnes (kt)	Au (g/t)	Au (koz)
Henty Deposit	2.7 / 1.9*				983	3.6	115	983	3.6	115
<b>Total</b>					<b>983</b>	<b>3.6</b>	<b>115</b>	<b>983</b>	<b>3.6</b>	<b>115</b>

\* 2.7g/t for stoping and 1.9g/t for incremental stoping



## Attachment B Vango's Mineral Resources

### 1. Vango's Minerals Resources

Deposit / Area	Cut off grade (g/t)	Indicated			Inferred			Total		
		Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)
Open Pits	0.5	5,300	1.8	311	2,950	1.6	150	8,250	1.7	461
Underground	3.0	1,142	9.6	352	992	5.9	189	2,134	7.9	541
Total		6,442	3.2	663	3,942	2.7	339	10,384	3.0	1,002

## Attachment C Combined Group Mineral Resources and Ore Reserves

### 1. Combined Group's Mineral Resources

Deposit / Area	Indicated			Inferred			Total		
	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)
Henty Deposit*	1800	4.5	257	900	4.0	111	2600	4.3	368
<b>Total – Catalyst</b>	<b>1800</b>	<b>4.5</b>	<b>257</b>	<b>900</b>	<b>4.0</b>	<b>111</b>	<b>2600</b>	<b>4.3</b>	<b>368</b>
Open Pits	5,300	1.8	311	2,950	1.6	150	8,250	1.7	461
Underground	1,142	9.6	352	992	5.9	189	2,134	7.9	541
<b>Total – Vango</b>	<b>6,442</b>	<b>3.2</b>	<b>663</b>	<b>3,942</b>	<b>2.7</b>	<b>339</b>	<b>10,384</b>	<b>3.0</b>	<b>1,002</b>
<b>Group Total</b>	<b>8,242</b>		<b>920</b>	<b>4,842</b>		<b>450</b>	<b>12,984</b>		<b>1,370</b>

\* Rounding discrepancies may occur.

### 2. Combined Group's Ore Reserves

Project	Proved			Probable			Total		
	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)	Tonnes (kt)	Au (g/t)	Au (koz)
Henty Deposit				983	3.6	115	983	3.6	115
<b>Group Total</b>				<b>983</b>	<b>3.6</b>	<b>115</b>	<b>983</b>	<b>3.6</b>	<b>115</b>

\* Rounding discrepancies may occur.