

## **Outcome of Scheme Meetings and General Meeting**

### **HIGHLIGHTS:**

- **Acquisition Scheme and Demerger Scheme approved by shareholders**
- **Second Court Hearing scheduled for 23 September 2020**

Cassini Resources Limited (ASX: CZI) (**Cassini** or **Company**) is pleased to announce that Cassini shareholders have today approved, by the requisite majorities, the proposed schemes of arrangement pursuant to which it is proposed that:

- (a) OZ Minerals Limited (**OZ Minerals**) will acquire 100% of the shares in Cassini (**Acquisition Scheme**); and
  - (b) Caspin Resources Limited (**Caspin**), a wholly owned subsidiary of Cassini, will be demerged from Cassini by way of a capital reduction which will result in 100% of the shares in Caspin being distributed to Cassini shareholders (**Demerger Scheme**),
- (together, the **Schemes**).

Cassini is also pleased to announce that Cassini shareholders have today approved a resolution pursuant to which Cassini's share capital will be reduced on the implementation date for the Demerger Scheme and returned to Cassini shareholders (**Capital Reduction**). The Acquisition Scheme and the Demerger Scheme are conditional on the Capital Reduction being approved by Cassini shareholders.

In accordance with Listing Rule 3.13.2 and section 251AA of the Corporations Act 2001 (Cth), a detailed report of the votes cast in respect to the resolution approving the Schemes and the Capital Reduction are included as Appendix 1 to Appendix 3 to this announcement.

Although Cassini shareholder approval has been obtained, the Schemes remain subject to a number of conditions as set out in the Acquisition Scheme Implementation Deed and Demerger Scheme Implementation Deed (full copies of which are disclosed within the respective scheme booklets, which are available on the ASX website at [www.asx.com.au](http://www.asx.com.au) and on Cassini's website at [www.cassiniresources.com.au](http://www.cassiniresources.com.au)), including:

- the Supreme Court of Western Australia approving the Schemes (**Second Court Hearing**);
- the independent expert continuing to conclude that the Schemes are in the best interests of shareholders; and
- the satisfaction or waiver of any remaining conditions prior to the Second Court Hearing.

Subject to these remaining conditions being satisfied or waived, implementation of the Schemes are expected to occur in early October 2020 (see indicative timetable below).

### **Notice of Second Court Hearing Date**

Cassini's lawyers (Thomson Geer) will now seek Court approval of the Schemes. The Second Court Hearing will be held at 10:00am (AWST) on 23 September 2020 at the Supreme Court of Western Australia at 28 Barrack Street, Perth, Western Australia. Further details regarding the Second Court Hearing are included as Appendix 4 and 5 to this announcement.

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### Indicative Timetable

| Event   | Date              |
|---|-------------------|
| Second Court Hearing  | 23 September 2020 |
| Effective date of the Acquisition Scheme and Demerger Scheme  | 24 September 2020 |
| Last date of trading of Cassini shares on ASX   | 24 September 2020 |
| Record date for determining entitlements to the Acquisition Scheme consideration and the Demerger Scheme entitlements | 28 September 2020 |
| Implementation date for the Demerger Scheme and transfer of the Demerger Scheme entitlements                          | 2 October 2020    |
| Implementation date for the Acquisition Scheme and issue of the Acquisition Scheme consideration                      | 5 October 2020    |

All dates are indicative only. Any changes to the above timetable will be announced to ASX.

### Further information

If you require further information or have questions, please contact the Company Secretary on +61 8 9322 7600 Monday to Friday between 9:00am and 5:00pm (AWST).

Please note that prior to the scheme meetings the solicitors acting for Cassini moved from DLA Piper to Thomson Geer and accordingly Cassini's lawyers on record are now at the firm Thomson Geer.

This has been authorised for release by Richard Bevan.

Richard Bevan  
**Managing Director**

CASSINI RESOURCES LIMITED  
Telephone: +61 8 6164 8900  
E-mail: [admin@cassiniresources.com.au](mailto:admin@cassiniresources.com.au)

# Poll Declaration

## Cassini Resources Limited

Acquisition Scheme Meeting

Monday, 21 September 2020

### APPENDIX 1



**AUTOMIC**  
Automatic  
GPO Box 5193, Sydney, NSW 2001  
P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)  
F +61 (0)2 8583 3040 E [hello@automic.com.au](mailto:hello@automic.com.au)  
ABN 27 152 260 814

In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

| Resolution                           | Poll Results |             |        |          |              |
|--------------------------------------|--------------|-------------|--------|----------|--------------|
|                                      | VOTES        |             |        |          |              |
|                                      | FOR          |             |        | AGAINST  |              |
| 1 Approval of the Acquisition Scheme | Votes:       | 306,760,427 | 99.98% | Votes:   | 64,444 0.02% |
|                                      | Holders:     | 234         | 99.57% | Holders: | 1 0.43%      |

ABSTAIN 5,000

.....  
Name  
Returning Officer



# Poll Declaration

## Cassini Resources Limited

Demerger Scheme Meeting  
Monday, 21 September 2020

### APPENDIX 2



**AUTOMIC**  
Automatic  
GPO Box 5193, Sydney, NSW 2001  
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ABN 27 152 260 814

In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

| Resolution                        | Poll Results |             |         |          |   |       |
|-----------------------------------|--------------|-------------|---------|----------|---|-------|
|                                   | VOTES        |             |         |          |   |       |
|                                   | FOR          |             |         | AGAINST  |   |       |
| 1 Approval of the Demerger Scheme | Votes:       | 302,581,612 | 100.00% | Votes:   | 0 | 0.00% |
|                                   | Holders:     | 230         | 100.00% | Holders: | 0 | 0.00% |

ABSTAIN 5,000

.....  
Name  
Returning Officer



# Poll Declaration

## Cassini Resources Limited

Capital Reduction Meeting  
Monday, 21 September 2020

### APPENDIX 3



**AUTOMIC**  
Automatic  
GPO Box 5193, Sydney, NSW 2001  
P 1300 288 664 (aus) or +61 (0)2 9698 5414 (world)  
F +61 (0)2 8583 3040 E [hello@automic.com.au](mailto:hello@automic.com.au)  
ABN 27 152 260 814

In accordance with section 250L of the Corporations Act 2001, the following information confirms the results of the Poll completed at the Company meeting.

| Resolution                          | Poll Results |             |        |          |        |       |
|-------------------------------------|--------------|-------------|--------|----------|--------|-------|
|                                     | VOTES        |             |        |          |        |       |
|                                     | FOR          |             |        | AGAINST  |        |       |
| 1 Approval of the Capital Reduction | Votes:       | 302,184,482 | 99.99% | Votes:   | 10,000 | 0.01% |
|                                     | Holders:     | 224         | 99.56% | Holders: | 1      | 0.44% |

ABSTAIN 5,000

.....  
Name  
Returning Officer



## Appendix 4: Second Court Hearing – Acquisition Scheme Notice

### NOTICE OF HEARING TO APPROVE ARRANGEMENT

TO all members of Cassini Resources Limited (ACN 149 789 337) (**Cassini**).

TAKE NOTICE that at 10:00am (AWST) on 23 September 2020 at the Supreme Court of Western Australia, 28 Barrack Street, Perth, Western Australia, the Supreme Court of Western Australia will hear an application by Cassini seeking the approval of an arrangement between the abovenamed company and its members, if agreed to by resolution to be considered by the members of Cassini at a meeting of such members to be held on 21 September 2020 at BDO Australia, 38 Station Street, Subiaco, Western Australia, 6008 at 10:00am (AWST) and electronically pursuant to the arrangements described in the notice convening the scheme meeting.

If you wish to oppose the approval of the arrangement, you must file and serve on the plaintiff a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing.

The notice of appearance and affidavit must be served on the plaintiff at its address for service at least one day before the date fixed for the hearing of the application.

The address for service of the plaintiff is Thomson Geer, Level 27, Exchange Tower, 2 The Esplanade, Perth, Western Australia, 6000.

## Appendix 5: Second Court Hearing – Demerger Scheme Notice

### NOTICE OF HEARING TO APPROVE ARRANGEMENT

TO all members of Cassini Resources Limited (ACN 149 789 337) (**Cassini**).

TAKE NOTICE that at 10:00am (AWST) on 23 September 2020 at the Supreme Court of Western Australia, 28 Barrack Street, Perth, Western Australia, the Supreme Court of Western Australia will hear an application by Cassini seeking the approval of an arrangement between the abovenamed company and its members, if agreed to by resolution to be considered by the members of Cassini at a meeting of such members to be held on 21 September 2020 at BDO Australia, 38 Station Street, Subiaco, Western Australia, 6008 commencing immediately following the conclusion of the Acquisition Scheme Meeting (but not before 11:00am (AWST)) and electronically pursuant to the arrangements described in the notice convening the scheme meeting.

If you wish to oppose the approval of the arrangement, you must file and serve on the plaintiff a notice of appearance, in the prescribed form, together with any affidavit on which you wish to rely at the hearing.

The notice of appearance and affidavit must be served on the plaintiff at its address for service at least one day before the date fixed for the hearing of the application.

The address for service of the plaintiff is Thomson Geer, Level 27, Exchange Tower, 2 The Esplanade, Perth, Western Australia, 6000.