



6 December 2021

RAMELIUS TAKEOVER OF APOLLO: COMPULSORY ACQUISITION NOTICE

Ramelius Resources Limited (**ASX:RMS**) (**Ramelius** or the **Company**) refers to its recommended off-market takeover offer (the **Offer**) to acquire all of the ordinary shares in Apollo Consolidated Limited (**ASX:AOP**) (**Apollo**)¹. The Company now has a relevant interest in 96.70% of Apollo shares and is entitled to proceed to compulsory acquisition of the remaining Apollo shares in respect of which it has not received acceptances under the Offer.

A copy of the notice of compulsory acquisition has been lodged with the Australian Securities and Investment Commission today and notices of compulsory acquisition and related correspondence will be dispatched to all Apollo shareholders who have not accepted the Offer as required under the Corporations Act.

A copy of the notice of compulsory acquisition is attached as required under section 661B(1)(d) of the Corporations Act together with a sample copy of the correspondence.

We understand ASX will suspend quotation of Apollo shares 5 business days after today, in accordance with ASX Listing Rule 17.4 (being approximately Monday, 13 December 2021).

This announcement has been authorised by the Company Secretary.

Richard Jones
Company Secretary

6 December 2021

ISSUED CAPITAL

Ordinary Shares: 859M

DIRECTORS

NON-EXECUTIVE CHAIRMAN:
Bob Vassie

MANAGING DIRECTOR:
Mark Zeptner

NON-EXECUTIVE DIRECTORS:
Michael Bohm
David Southam
Natalia Streltsova
Fiona Murdoch

COMPANY SECRETARY:
Richard Jones

www.rameliusresources.com.au

ramelius@rameliusresources.com.au

RAMELIUS RESOURCES LIMITED

Registered Office

Level 1, 130 Royal Street
East Perth, WA 6004
Tel +61 8 9202 1127
PO Box 6070
East Perth, WA 6892

¹ See RMS ASX Release "Ramelius Makes Recommended Takeover for Apollo Consolidated" dated 18 October 2021.

Cover page: Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

PHILIP LUCAS

ASIC registered agent number (if applicable)

Company/entity name

ALLION PARTNERS PTY LTD

ACN/ABN/ARBN/ARSN

109 326 463

Telephone number

(08) 9216 7171

Postal address

200 St Georges Tce, Perth, WA, 6000

Email address (optional)

plucas@allionpartners.com

How to complete this form

1. Complete this COVER page and the notice pages.
2. Send copies of notice pages to holders. **DO NOT INCLUDE THIS COVER PAGE or GUIDE.**
3. Lodge COVER page and notice pages with ASIC.

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

Name of target company or body

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close

Tick applicable box(es).

(See subsection 661A(4) and (4A))

Description of securities

Description of securities

Tick one box

To each holder of:

FULLY PAID ORDINARY SHARES

('Bid Class Securities')

in

Name ('the Company')

APOLLO CONSOLIDATED LIMITED

ACN/ABN/ARSN

102 084 917

☐

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

☐

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

1. Under a takeover bid offers were made by

RAMELIUS KALGOORLIE PTY LTD

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

The offers

☐

closed

☒

are scheduled to close

on

Date

[D D]

[M M]

[Y Y]

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

☒

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

☐

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

☐

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

☐

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

☐

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

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

☒

661A(1)

☐

661A(3)

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

Continued... Notice

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

This notice was lodged with ASIC on

Date

0	6	/	1	2	/	2	1
[D	D]		[M	M]		[Y	Y]

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

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

Details of alternative terms.

N/A

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

Set out the terms that will apply

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before
- ☒ this notice was given.
- ☐ the end of the offer period.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

RICHARD JONES

Capacity

COMPANY SECRETARY

Signature



Date signed

0	6	/	1	2	/	2	1
[D	D]		[M	M]		[Y	Y]

Ramelius Resources Limited

ACN: 001 717 540

Ramelius Resources Limited
PO Box 6070
East Perth WA 6892
Level 1, 130 Royal Street, East Perth WA 6004
Tel: (08) 9202 1127



6 December 2021

Takeover bid by Ramelius Resources Limited for Apollo Consolidated Limited – Compulsory acquisition

As you may be aware, on 18 October 2021 Ramelius Resources Limited (ACN 001 717 540) (**Ramelius**), through its wholly-owned subsidiary Ramelius Kalgoorlie Pty Ltd (ACN 654 590 039) announced its recommended off-market takeover offer for all of the ordinary shares in Apollo Consolidated Limited (ACN 102 084 917) (**Apollo**). Following the announcement of a competing offer, Ramelius increased its offer consideration with the lodgement of its Bidder's Statement on 1 November 2021 (**Offer**). On 2 December 2021, Ramelius extended the offer to 17 December 2021. On 6 December 2021, Ramelius announced that it would be moving to compulsory acquisition and that the Offer will not be further extended.

The Offer closes at 7.00pm (Sydney time) on 17 December 2021 and will not be further extended.

Ramelius has received acceptances totalling 96.70% of Apollo and now intends to exercise its right to compulsorily acquire the remaining Apollo shares in which Ramelius does not have a relevant interest under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Corporations Act**).

The compulsory acquisition will be on the same terms as the Offer (i.e. \$0.34 cash and 0.1778 Ramelius shares for each of your Apollo shares).

Apollo shareholders who have not accepted the Offer may still do so before 7.00pm (Sydney time) on 17 December 2021.

Apollo shareholders who accept the Offer by this date will receive the consideration for their Apollo shares earlier, instead of having to wait for their Apollo shares to be compulsorily acquired under the compulsory acquisition process.

If you do not accept the Offer before the scheduled closing time for the Offer, on completion of the compulsory acquisition procedure, Ramelius will pay to Apollo the consideration for your Apollo shares. You will then be entitled to claim the consideration from Apollo.

Apollo will give notice to its shareholders once it has received the consideration and advise as to how you may claim the consideration. Subject to the Corporations Act, this is expected to occur around 5 to 6 weeks after the date of this letter.

Enclosed is a compulsory acquisition notice in relation to your Apollo shares which sets out the compulsory acquisition process and your rights (**Notice**). Please note that if you cease to hold your Apollo shares (because you have sold your Apollo shares) the Notice will have no further application to you and, in particular, you will no longer be entitled to undertake the actions under section 661D or 661E of the Corporations Act referred to in the Notice.

Under ASX Listing Rule 17.4, ASX will suspend quotation of Apollo shares 5 business days after the date of the Notice (being approximately Monday, 13 December 2021). Once suspended, ASX will remove Apollo from the official list at the close of trading on a date to be determined.

If you have any questions or need a new acceptance form, please call the Offer Information Line on 1300 396 032 (within Australia) or +61 3 9415 4100 (from outside of Australia).

Yours faithfully,

A handwritten signature in dark ink, appearing to read 'Bob Vassie'.

Mr Bob Vassie

Independent Non-Executive Chair – Ramelius Resources Limited

Independent Non-Executive Director – Ramelius Kalgoorlie Pty Ltd