

21 February 2023

The Manager
Market Announcements Office
ASX Limited
Level 40, Central Park
152-158 St Georges Terrace
Perth WA 6000

Dear Sir/Madam,

Takeover bid by Catalyst for Vango — compulsory acquisition of Vango shares

We attach:

- by way of service pursuant to section 661B(1)(d) of the *Corporations Act 2001* (Cth), an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) (**Notice**) which was lodged with ASIC today and which will be sent to shareholders of Vango Mining Limited ACN 108 737 711 (**Vango**); and
- a sample copy of the letter which will be sent to Vango shareholders together with the Notice.

Yours sincerely,



James Champion de Crespigny
Managing Director
Catalyst Metals Limited

Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates.

Name of target company

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close on

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')

VANGO MINING LIMITED

ACN/ARBN/ARSN

108737711

- ☐ 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

Catalyst Metals Limited

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

The offers

- ☐ closed
- ☒ Are scheduled to close

Date

06/03/2023

[DD/MM/YY]

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

- ☒ 661 A(1)
- ☐ 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

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.

Date of lodgement

This notice was lodged with ASIC on

Date

21/02/2023

[DD/MM/YY]

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.

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

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

Tick one box

- ☐ 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

Frank Campagna

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

Frank Campagna

Date signed

21-Feb-2023 12:35

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

Lodgement

For more information
Web www.asic.gov.au
Need help? www.asic.gov.au/question

Telephone 1300 300 630

For personal use only



21 February 2023

Dear Vango shareholders

Catalyst Offer – Compulsory acquisition of shares in Vango

As you may be aware, Catalyst Metals Limited ACN 118 912 495 (**Catalyst**) has a relevant interest in more than 90% of the shares in Vango Mining Limited ACN 108 737 711 (**Vango**) and has acquired more than 75% of the Vango shares that it offered to acquire under its recommended off-market takeover offer (**Offer**) during the Offer period.

Accordingly, and as previously announced to the ASX, Catalyst will now exercise its right to compulsorily acquire the remaining Vango shares in which Catalyst does not have a relevant interest under the compulsory acquisition provisions of the *Corporations Act 2001* (Cth) (**Act**).

Vango shareholders who have not accepted Catalyst's offer may still do so by the scheduled offer closing time of 5:00pm (WST) on Monday, 6 March 2023, which will not be extended further. Vango shareholders who accept the Offer by this date will receive the consideration for their Vango shares earlier, instead of having to wait for their Vango shares to be acquired under the compulsory acquisition process.

Catalyst will acquire any shares remaining after the close of the offer, under the compulsory acquisition provisions of the Act. The compulsory acquisition will be on the same terms as the offer (i.e. consideration of 5 Catalyst Shares for every 115 Vango Shares you hold).

If you do not accept the offer before the scheduled closing time for the offer, on completion of the compulsory acquisition procedure, Catalyst will issue to Vango the consideration for your Vango shares. You will then be entitled to claim the consideration from Vango.

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

See also the enclosed copy of **ASIC Form 6021 – Notice of compulsory acquisition following takeover bid (Notice)**, which sets out the compulsory acquisition process and your rights.

Under ASX Listing Rule 17.4, ASX will suspend quotation of Vango shares 5 business days after the date of the Notice. Once suspended, ASX will remove Vango from the official list at the closing of trading on a date to be determined.

If you have any queries in relation to the takeover bid or the compulsory acquisition process, please contact Catalyst on +61 8 6107 5878 or at admin@catalystmetals.com.au, Monday to Friday between 8.30 am to 5.00 pm (WST).

Yours sincerely,


James Champion de Crespigny
Managing Director
Catalyst Metals Limited