

Partner Justin Mannolini  
Contact Callum Fleming  
+61 8 9413 8440  
cfleming@gtlaw.com.au  
Our ref JJM:CXF:1059157



Level 16, Brookfield Place Tower 2  
123 St Georges Terrace  
Perth WA 6000 AUS  
T +61 8 9413 8400 F +61 8 9413 8444  
www.gtlaw.com.au

**2 September 2024**

**Online lodgement**

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

**FOR IMMEDIATE RELEASE TO THE MARKET**

Dear Sir/Madam

**Takeover bid by Leonoil for Sierra Rutile – Second Supplementary Bidder’s Statement and notice freeing Offers from defeating conditions**

We act for Leonoil Company Limited (**Leonoil**) in relation to the offers made by Leonoil under an off-market takeover bid for all of the fully paid ordinary shares in Sierra Rutile Holdings Limited (ACN 613 822 165) (ASX:SRX) (**Sierra Rutile**) that it does not already own (**Offers**), on the terms set out in its bidder’s statement dated 30 July 2024 (as supplemented by its first supplementary bidder’s statement dated 15 August 2024).

We attach:

- (a) by way of service pursuant to subsection 647(3)(a)(ii) of the *Corporations Act 2001* (Cth) (as inserted by *ASIC Corporations (Replacement Bidder’s and Target’s Statements) Instrument 2023/688*), a copy of Leonoil’s second supplementary bidder’s statement in respect of the Offer (**Second Supplementary Bidder’s Statement**); and
- (b) by way of service pursuant to section 650F(1) of the *Corporations Act 2001* (Cth), Leonoil’s notice freeing the Offers from all defeating conditions (**Notice**).

The Second Supplementary Bidder’s Statement and the Notice have today been lodged with the Australian Securities and Investments Commission and served on Sierra Rutile.

We have been authorised by the Board of Directors of Leonoil to provide this letter.

Yours sincerely

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

**Callum Fleming**  
Senior Associate  
T +61 8 9413 8440  
cfleming@gtlaw.com.au

For personal use only

## Leonoil Company Limited

(incorporated in Sierra Leone with company number SLE291216LEONO1600739)

### Second Supplementary Bidder's Statement

---

#### 1 IMPORTANT NOTICE

This document is a supplementary bidder's statement under section 643(1) of the *Corporations Act 2001* (Cth). It is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) issued by Leonoil Company Limited (**Leonoil**) in relation to its off-market takeover bid for all the ordinary shares in Sierra Rutile Holdings Limited (ACN 613 822 165) (**Sierra Rutile**) that it does not already own.

This Second Supplementary Bidder's Statement supplements, and should be read together with, Leonoil's bidder's statement dated 30 July 2024 (**Original Bidder's Statement**) and first supplementary bidder's statement dated 15 August 2024 (**First Supplementary Bidder's Statement**).

Capitalised terms in this Second Supplementary Bidder's Statement have the meaning given in the Original Bidder's Statement, unless the context otherwise requires.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on 2 September 2024. Neither ASIC nor any of its officers take any responsibility for its contents.

A copy of this Second Supplementary Bidder's Statement will be available on the ASX website ([www.asx.com](http://www.asx.com)) and Leonoil's Offer website (<https://events.miraqle.com/leonoil-offer>).

#### 2 HIGHLIGHTS

- The Offer is now **UNCONDITIONAL** meaning that if you accept the Offer, you are assured of receiving the Offer Price of \$0.18 for each Sierra Rutile Share you hold
- Leonoil has **accelerated payment** under the Offer and will now pay Sierra Rutile Shareholders who validly accept the Offer **within seven (7) Business Days** of receiving their acceptance
- Leonoil has declared the Offer "**BEST AND FINAL AS TO CONSIDERATION**", in the absence of a Competing Proposal
- As at the date of this Second Supplementary Bidder's Statement, Leonoil has voting power in Sierra Rutile of approximately 25.41%
- The Offer is scheduled to close at 5:00pm (AWST) on 9 September 2024, unless extended
- Sierra Rutile Shareholders are urged to **ACCEPT** the Offer without delay

#### 3 UPDATE ON THE OFFER

##### 3.1 The Offer is now UNCONDITIONAL

Pursuant to section 13.8(b) of the Original Bidder's Statement and section 650F(1) of the Corporations Act, Leonoil has freed the Offer from all Conditions set out in section 13.7 of the Original Bidder's Statement. This means that if you accept the Offer, **you are assured of receiving Offer Price of \$0.18 for each Sierra Rutile Share you hold.**

A copy of Leonoil's notice pursuant to section 650F(1) of the Corporations Act is Annexure A to this Second Supplementary Bidder's Statement.

### 3.2 Accelerated payment

Leonoil advises that it will accelerate payment under the Offer and will now provide Sierra Rutile Shareholders who validly accept the Offer the consideration they are due within seven (7) Business Days of receiving their acceptance.

Leonoil will provide Sierra Rutile Shareholders who have already validly accepted the Offer prior to the date of this Second Supplementary Bidder's Statement the consideration they are due within seven (7) Business Days of the date of this Second Supplementary Bidder's Statement.

### 3.3 The Offer is "BEST AND FINAL AS TO CONSIDERATION"

As advised in the First Supplementary Bidder's Statement, Leonoil has declared the Offer **best and final as to consideration**, in the absence of a Competing Proposal.

This means that, in the absence of a Competing Proposal, the Offer Price of \$0.18 per Sierra Rutile Share **will not be increased**.

The Offer is **unanimously recommended** by the Sierra Rutile Directors, in the absence of a Superior Proposal.

Leonoil notes that the Offer has been publicly recommended by the Sierra Rutile Board (in the absence of a Superior Proposal) since 22 July 2024 and no Superior Proposal has been made public by Sierra Rutile since that date. The Sierra Rutile Directors have also stated that they "do not currently anticipate that a Superior Proposal will emerge".<sup>1</sup>

Leonoil reiterates that the Offer delivers significant premiums to the historical undisturbed trading price of, and previous takeover offers for, Sierra Rutile Shares.

## 4 HOW TO ACCEPT THE OFFER

Depending on the nature of your holding, you may accept the Offer in the following ways:

#### **Issuer sponsored shareholders (your SRN starts with an "I")**

If Your Sierra Rutile Shares are held on Sierra Rutile's issuer sponsored subregister:

- (i) to accept the Offer online, you must log in to <https://events.miraqle.com/leonoil-offer/Offer/> using your SRN, follow the instructions there, select the 'Accept' option, and submit your acceptance before the end of the Offer Period; or
- (ii) complete and sign the Acceptance Form enclosed with the Original Bidder's Statement in accordance with the instructions on the form and ensure that the Acceptance Form (including any documents required by the terms of the Offer and instructions on the Acceptance Form) is sent so that it is received before the end of the Offer Period at the address shown on the Acceptance Form.

<sup>1</sup> See Chairman's Letter on page 2 of Sierra Rutile's Target's Statement dated 9 August 2024. This was also restated in Sierra Rutile's Supplementary Target's Statement dated 30 August 2024.

## **CHESS shareholders (your HIN starts with an “X”)**

If Your Sierra Rutile Shares are in a CHESS Holding:

- (i) contact your broker and instruct your Controlling Participant (for Sierra Rutile Shareholders who are not institutions this is normally the stockbroker either through whom you bought Your Sierra Rutile Shares or through whom you ordinarily acquire shares on the ASX) to accept the Offer on your behalf; or
- (ii) to accept the Offer online, you must log in to <https://events.miraqle.com/leonoil-offer/Offer/> using your HIN, follow the instructions there, and select the 'Accept' option; or
- (iii) complete and sign the Acceptance Form enclosed with the Original Bidder's Statement in accordance with the instructions on the form and send it with all other documents required by those instructions on it to the address shown on the Acceptance Form,

in each case in sufficient time for the Registry to give instructions to your Controlling Participant and for your Controlling Participant to carry out those instructions before the end of the Offer Period.

### **Participants**

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

### **Postal and hand delivery addresses for completed Acceptance Forms**

#### **By post:**

Link Market Services  
Locked Bag A14  
Sydney South  
NSW 1235 Australia

#### **By hand:**

Link Market Services  
Level 12  
680 George Street  
Sydney NSW 2000 Australia

Further information on how to accept the Offer is provided in section 1 and 13.3 of the Original Bidder's Statement. Copies of the Original Bidder's Statement and this Second Supplementary Bidder's Statement are available on the ASX website ([www.asx.com](http://www.asx.com)) and on Leonoil's Offer website (<https://events.miraqle.com/leonoil-offer/>).

## **5 ON-MARKET ACQUISITIONS OF SIERRA RUTILE SHARES**

As contemplated in its Bidder's Statement, Leonoil has appointed Morgans Financial Limited ACN 010 669 726 as its broker to make offers to acquire Sierra Rutile Shares on behalf of Leonoil on-market during normal trading hours on the ASX during the Offer Period at prices at or below the Offer Price of \$0.18 per Sierra Rutile Share. A copy of Morgans Financial Limited's notice in accordance with rules 5.13.1 and 5.14.1 of the *ASIC Market Integrity Rules (Securities Markets) 2017* is contained in Annexure B to this Second Supplementary Bidder's Statement.

## **6 FURTHER INFORMATION**

Leonoil encourages Sierra Rutile Shareholders to accept the Offer as soon as possible.

The Offer will remain open for acceptance until 5:00pm (AWST) on 9 September 2024 (unless extended). Full details on how to accept the Offer are detailed in section 4 of this Second Supplementary Bidder's Statement.

If you have any queries, please contact the Offer Information Line on 1800 992 145 (within Australia) or +61 1800 992 145 (outside Australia) between 7:00am and 6:00pm (AWST), Monday to Friday (excluding public holidays).

## 7 APPROVAL OF SECOND SUPPLEMENTARY BIDDER'S STATEMENT

This Second Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Leonoil Company Limited.

Date: 2 September 2024

Signed for and on behalf of **Leonoil Company Limited**

A handwritten signature in black ink, appearing to read 'IDC910', enclosed within a hand-drawn oval.

Ibrahim D. Cole  
Managing Director

For personal use only

## Annexure A

### LEONOIL COMPANY LIMITED

incorporated in Sierra Leone with company number SLE291216LEONO1600739

#### NOTICE FREEING OFFERS FROM DEFEATING CONDITIONS Section 650F(1) of the *Corporations Act 2001* (Cth)

---

To: **ASX Limited (ACN 008 624 691)**

**Sierra Rutile Holdings Limited (ACN 613 822 165) (ASX:SRX) (Sierra Rutile)**

Leonoil Company Limited (**Leonoil**) has made offers under an off-market takeover bid for all of the fully paid ordinary shares in Sierra Rutile that it does not already own (**Offers**) on the terms set out in its bidder's statement dated 30 July 2024 (as supplemented from time to time including by its first supplementary bidder's statement dated 15 August 2024) (**Bidder's Statement**).

Capitalised terms in this notice have the same meaning given in the Bidder's Statement, unless the context requires otherwise.

For the purposes of section 650F(1) of the *Corporations Act 2001* (Cth), Leonoil gives notice that:

- (a) the Offers, and the contracts resulting from acceptances of the Offers, are freed from the Conditions set out in section 13.7 of the Bidder's Statement and, as a result, the Offers are now wholly unconditional; and
- (b) as at the date of this notice, Leonoil's voting power in Sierra Rutile is 25.41%.

Date: 2 September 2024

Signed for and on behalf of **Leonoil Company Limited** pursuant to a resolution of its directors.



**Ibrahim D. Cole**  
Managing Director  
Leonoil Company Limited

For personal use only

2 September 2024

**Online lodgement**

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

**FOR IMMEDIATE RELEASE TO THE MARKET**

Dear Sir/Madam

**Takeover bid by Leonoil for Sierra Rutile – On-market purchases of Sierra Rutile Shares**

We refer to the offers made by Leonoil Company Limited (**Leonoil**) under an off-market takeover bid for all of the fully paid ordinary shares in Sierra Rutile Holdings Limited (ACN 613 822 165) (ASX:SRX) (**Sierra Rutile**) that it does not already own on the terms set out in its bidder's statement dated 30 July 2024 (as supplemented by its first supplementary bidder's statement dated 15 August 2024) (**Bidder's Statement**). Capitalised terms used in this letter have the same meaning as in the Bidder's Statement, unless the context otherwise requires.

In accordance with rules 5.13.1 and 5.14.1 of the *ASIC Market Integrity Rules (Securities Market) 2017* and the *Corporations Act 2001* (Cth), Morgans Financial Limited ACN 010 669 726 (**Morgans Financial**) announces that it will make offers to acquire Sierra Rutile Shares on behalf of Leonoil on-market during normal trading hours on the ASX during the Offer Period at prices at or below the Offer Price of \$0.18 per Sierra Rutile Share.

Signed for and on behalf of Morgans Financial Limited ACN 010 669 726



**Sam Turner**  
Director, Corporate Advisory  
Morgans Financial Limited

For personal use only