



PALADIN

Clean energy. Clear future.

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ASX Announcement
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PALADIN ENERGY LTD
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ASX:PDN
OTCQX: PALAF

Paladin receives clearance under Investment Canada Act for acquisition of Fission Uranium Corp

Paladin Energy Ltd (ASX:PDN OTCQX:PALAF) (“**Paladin**”) is pleased to provide an update regarding the acquisition of Fission Uranium Corp. (TSX:FCU OTCQX:FCUUF FSE:2FU) (“**Fission**”) by way of a court-approved plan of arrangement under the *Canada Business Corporation Act* (“**Arrangement**”).

On 18 December 2024, Paladin received final clearance from the Minister of Innovation, Science and Industry under the *Investment Canada Act* (the “**ICA Clearance**”). In connection with obtaining the ICA Clearance, Paladin has provided certain undertakings which are summarised in Annexure A.

Importantly, the ICA Clearance represents the final regulatory clearance required to complete the Arrangement. The Arrangement remains subject only to customary closing conditions and is expected to close by early January 2025.

Pursuant to the Arrangement, upon closing, Fission shareholders will be entitled to receive 0.1076 Paladin shares for each Fission share held at the effective time of the Arrangement. Following closing of the Arrangement, Paladin’s shares are expected to be listed on the Toronto Stock Exchange (the “**TSX**”) and Fission’s shares will be delisted from the TSX, the OTCQX and the Frankfurt Stock Exchange.

As previously announced on 24 June 2024, the combination of Paladin and Fission will create a clean energy leader with a highly compelling strategy:

- 1. World-class production and growth pipeline** in the Langer Heinrich Mine, the Patterson Lake South project (“**PLS**”) and the Michelin project (“**Michelin**”), providing the ability to grow production in a structurally tight uranium market.
- 2. Creation of a leading Canadian development hub** with two high quality uranium projects in PLS and Michelin, including exposure to Canada’s highly prospective Athabasca Basin.
- 3. Globally significant uranium resource** representing one of the largest amongst pure-play uranium companies, diversified across conventional open-pit and high-grade underground orebodies.
- 4. Enhanced exposure to highly attractive uranium market** with future multi-asset production leveraged to strong and growing demand for nuclear energy.
- 5. Increased international capital markets presence through Paladin’s TSX listing** and further enhancing Paladin’s position as the leading ASX100-listed pure-play uranium producer.
- 6. Shared commitment to a sustainable future** through a collective focus to help drive the global energy transition to a carbon-free, sustainable future underpinned by strong Indigenous and local community engagement across all operating regions.

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Paladin CEO Ian Purdy commented:

"We welcome the Government of Canada's clearance of the acquisition of Fission and believe that this decision will deliver great benefits for our company and its shareholders, as well as for stakeholders in Australia, Canada and Namibia. The combination of Paladin and Fission creates a world-class diverse uranium producer operating in multiple countries, with a high-quality portfolio of production, development and exploration assets."

"The addition of the PLS project in the Athabasca Basin creates a leading Canadian development hub alongside our existing Michelin project, with exploration upside across all the Canadian properties. Shareholders of Paladin, including former shareholders of Fission, will benefit from the increased scale of the combined company that will be one of the largest pure-play uranium companies globally, as well as greater exposure to, and interest from, international capital markets."

"We have appreciated the steady and professional approach of all representatives of the Canadian Government and look forward to working with government officials to progress the future development of the PLS project to deliver regional and national benefits."

The Company will hold an investor call at 11am AEDT on Thursday, 19 December 2024. Details are included below.

For Participants

Phone registration

<https://s1.c-conf.com/diamondpass/10044229-813x0b.html>

This announcement has been authorised for release by the Board of Directors of Paladin Energy Ltd.

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Annexure A – Summary of undertakings provided to the Minister of Innovation, Science and Industry under the *Investment Canada Act*

The undertakings provided by Paladin in connection with obtaining ICA Clearance include the following:

- A majority, and no less than two, of Paladin’s board of directors must be independent within the meaning of the respective listing rules of the ASX and TSX.
- Paladin must appoint a Canadian citizen who ordinarily resides in Canada to its Board within 12 months. The Canadian resident director must be independent within the meaning of the respective listing rules of the ASX and TSX.
- All senior executives of Paladin must be “independent executives” (meaning that they do not have current or prior contractual, financial or fiduciary relationships with any state-owned enterprise of the People’s Republic of China (“PRC”)).
- Unless otherwise consented to by the Canadian Director of Investments appointed pursuant to the *Investment Canada Act* (“**Director of Investments**”):
 - all senior executives of Paladin’s Canadian operations must be “independent executives”; and
 - the senior executives of Paladin’s Canadian operations must be ordinary residents and citizens of only Canada, the United States, the United Kingdom, New Zealand and/or Australia, with at least 66.67% of the senior executives of Paladin’s Canadian operations being ordinarily residents of Canada.
- Paladin must provide the Director of Investments with prior notice of any sale by Paladin of an interest in a mineral property in Canada containing economically recoverable quantities of resources (including any change of control of PLS).
- Paladin must comply with all applicable nuclear safety laws, rules and regulations both within Canada and globally.
- Paladin must comply with all applicable Canadian laws and requirements relating to the extraction and export of uranium.
- Paladin must comply with its *Sanctions Compliance Policy* as well as protocols related to the adherence with IAEA safeguards (“**Compliance Protocols**”) and must notify the Director of Investments of any changes to its Compliance Protocols.
- Paladin has agreed not to sell (directly or indirectly) any uranium produced from PLS to any customers, distributors or end-users in the PRC, with the exception of sales to China General Nuclear Power Group (“**CGN**”) pursuant to CGN’s rights under the existing offtake agreement.
- Paladin has agreed not to issue any additional securities to CGN as part of any private placement of its securities.
- Paladin has agreed not to use any PRC-sourced finance to fund the PLS operations.
- Paladin must report annually on its compliance with the undertakings and provide such additional information as the Director of Investments may require for the purpose of verifying Paladin’s compliance with the undertakings.



Cautionary Note Regarding Forward Looking Statements

This announcement contains certain "forward looking statements" within the meaning of Australian securities laws and "forward looking information" within the meaning of Canadian securities laws (collectively referred to as "forward looking statements"). All statements, other than statements of historical fact, that address circumstances, events, activities or developments that could, or may or will occur are forward looking statements. Forward looking statements involve subjective judgment and analysis and are subject to significant uncertainties, risks and contingencies including those risk factors associated with the mining industry, many of which are outside the control of, change without notice, and may be unknown to Paladin. These risks and uncertainties include but are not limited to liabilities inherent in mine development and production, geological, mining and processing technical problems, the inability to obtain any additional mine licences, permits and other regulatory approvals required in connection with mining and third party processing operations, competition for amongst other things, capital, acquisition of reserves, undeveloped lands and skilled personnel, incorrect assessments of the value of acquisitions, changes in commodity prices and exchange rates, currency and interest fluctuations, various events which could disrupt operations and/or the transportation of mineral products, including labour stoppages and severe weather conditions, the demand for and availability of transportation services, the ability to secure adequate financing and management's ability to anticipate and manage the foregoing factors and risks.

Forward looking statements can generally be identified by the use of forward-looking words such as "anticipate", "expect", "likely", "propose", "will", "intend", "should", "could", "may", "believe", "forecast", "estimate", "target", "outlook", "guidance" (including negative or grammatical variations) and other similar expressions. No representation, warranty, guarantee or assurance, express or implied, is given or made in relation to any forward-looking statement. In particular no representation, warranty or assumption, express or implied, is given in relation to any underlying assumption or that any forward-looking statement will be achieved. There can be no assurance that the forward-looking statements will prove to be accurate. Actual and future events may vary materially from the forward-looking statements and the assumptions on which the forward-looking statements were based, because events and actual circumstances frequently do not occur as forecast and future results are subject to known and unknown risks such as changes in market conditions and regulations.

Given these uncertainties, readers are cautioned not to place undue reliance on such forward-looking statements, and should rely on their own independent enquiries, investigations and advice regarding information contained in this announcement. Any reliance by a reader on the information contained in this announcement is wholly at the reader's own risk.

To the maximum extent permitted by law or any relevant listing rules of the ASX, Paladin and its related bodies corporate and affiliates and its directors, officers, employees, advisors, agents and intermediaries disclaim any obligation or undertaking to disseminate any updates or revisions to the information in this announcement to reflect any change in expectations in relation to any forward looking statements or any such change in events, conditions or circumstances on which any such statements were based. Nothing in this announcement will, under any circumstances (including by reason of this announcement remaining available and not being superseded or replaced by any other announcement or publication with respect to Paladin or the subject matter of this announcement), create an implication that there has been no change in the affairs of Paladin since the date of this announcement.