

Scheme Approved by Emmerson Shareholders

Emmerson Resources Limited (ASX: ERM) (**Emmerson** or the **Company**) is pleased to announce the following update on the proposed acquisition of 100% of the fully paid ordinary shares in Emmerson by Pan African Resources plc (**Pan African**) (via its wholly owned subsidiary Tennant Consolidated Mining Group Pty Ltd) by way of a Court-approved scheme of arrangement (**Scheme**) under Part 5.1 of the *Corporations Act 2001* (Cth) (**Corporations Act**).

Unless otherwise specified, capitalised terms used in this announcement have the same meaning as given in the Scheme Booklet dated 8 May 2026.

Results of the Scheme Meeting

In accordance with ASX Listing Rule 3.13.2 and section 251AA(2) of the Corporations Act, Emmerson advises that the Scheme Resolution set out in the Notice of Scheme Meeting included in the Scheme Booklet was passed by the Requisite Majorities of Emmerson Shareholders at the Scheme Meeting held earlier today.

In summary, at the Scheme Meeting:

- 78.7% of Emmerson Shareholders present and voting at the Scheme Meeting (in person or by proxy, attorney or corporate representative) were in favour of the Scheme Resolution; and
- 90.81% of the total number of votes cast by Emmerson Shareholders at the Scheme Meeting were in favour of the Scheme Resolution.

Details of the valid proxies received and votes cast at the Scheme Meeting are set out in the attachment to this announcement.

Next steps

Emmerson will apply to the Supreme Court of Western Australia for approval of the Scheme at a hearing scheduled for 10:30am (AWST) on Friday, 19 June 2026 (**Second Court Hearing**).¹

If the Court approves the Scheme at the Second Court Hearing, Emmerson intends to lodge a copy of the Court orders with ASIC on Monday, 22 June 2026, when the Scheme will become Effective. It is expected that Emmerson will be suspended from trading on the ASX from the close of trading on Monday, 22 June 2026, and the Scheme will be implemented on Wednesday, 1 July 2026.

Indicative Timetable

The key dates and times for the implementation of the Scheme are as follows:

Event	Date ¹
Second Court Date Emmerson to apply for Court orders approving the Scheme.	10:30am (AWST) on Friday, 19 June 2026
Effective Date	Monday, 22 June 2026
Last date of trading of Emmerson Shares on ASX	Monday, 22 June 2026

¹ The Scheme remains subject to certain customary conditions precedent as previously announced and described in the Scheme Booklet. The Second Court Hearing will only occur if all of the remaining conditions precedent to the Scheme (other than the Court's approval of the Scheme) have been satisfied or waived (as applicable). Details of the conditions precedent to the Scheme are included in the Scheme Booklet.

Event	Date ¹
Last time and date to receive Opt-in Notices Small Parcel Shareholders who wish to receive New Pan African CDIs under the Scheme must complete and return the Opt-in Notice.	3:00pm (AWST) on Monday, 22 June 2026
Trading in Pan African CDIs to commence trading on ASX on a deferred settlement basis	Tuesday, 23 June 2026
Record Date Record Date to determine entitlement to receive the Scheme Consideration.	5:00pm (AWST) on Wednesday, 24 June 2026
Implementation Date Issue of Scheme Consideration. Despatch of statements confirming the issue of New Pan African CDIs.	Wednesday, 1 July 2026

Note: All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of Emmerson and Pan African, including the Court approval process and the satisfaction or waiver (where applicable) of the conditions precedent to the completion of the Scheme by each of Emmerson and Pan African. Any changes to the above timetable will be announced to ASX and will be available under Emmerson's profile on ASX at <https://www.asx.com.au/>.

For further information, please contact:

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This release has been authorised by the Board of Emmerson Resources Limited.

Disclosure of Proxy Votes

Emmerson Resources Limited

Scheme Meeting
Monday, 15 June 2026



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In accordance with section 251AA of the Corporations Act 2001, the following information is provided in relation to resolutions put to members at the meeting.

			Proxy Votes				Poll Results (if applicable)			Results
Resolution	Decided by Show of Hands (S) or Poll (P)	Total Number of Proxy Votes exercisable by proxies validly appointed	FOR	AGAINST	ABSTAIN	PROXY'S DISCRETION	FOR	AGAINST	ABSTAIN	OUTCOME
1 Approval of Scheme -That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between Emmerson and the holders of its fully paid ordinary shares (other than Excluded Shareholders) as provided in, and more particularly described in, the Scheme Booklet of which the Notice of Scheme Meeting convening this meeting forms part, is approved, and the Emmerson Board is authorised, subject to the terms of the Scheme Implementation Deed, to agree to such alterations or conditions as are thought fit by the Court and consented to in writing by Emmerson and Pan African, and subject to approval by the Court, to implement the Scheme with any such alterations or conditions	P	Shares: 413,083,771 Holders: 166	Shares: 374,950,958 90.77% Holders: 123 74.10%	Shares: 37,967,013 9.19% Holders: 35 21.08%	Shares : 22,835 Holders: 1	Shares: 165,800 0.04% Holders: 8 4.82%	Shares: 375,198,204 90.81% Holders: 133 78.70%	Shares: 37,967,013 9.19% Holders: 35 20.71%	Shares: 22,835 Holders: 1	Carried

