

INFORMATION ON PHOENIX INDUSTRIAL MINERAL PTY LTD (PHOENIX)

Background to the Demerger of Phoenix

Under the Farm-in Joint Venture Agreement dated 14 May 2019 between Pantoro Limited, Tulla Resources Plc, Central Norseman Gold Corporation Pty Ltd (CNGC), Pangolin Resources Pty Ltd (Pangolin) and Pantoro South Pty Ltd (FJVA) which governs the Norseman Gold Project, the Industrial Minerals Rights were 100 per cent. Retained by the Tulla Resources Group, ie were not a Joint Venture Asset.

As Pantoro had no interest in the exploitation of the Industrial Minerals Rights (as they are not the primary focus of the gold development and exploration objectives of the Norseman Gold Project) it was agreed to demerger the Industrial Mineral Rights from Tulla Resources prior to the Take-over of Tulla Resources by Pantoro Limited.

Phoenix is a newly incorporated special purpose company that was incorporated for the purposes of holding the Industrial Minerals Rights following the demerger.

The primary objectives of Phoenix is to explore and implement opportunities to commercially exploit the Industrial Minerals Rights, and acquire interests in other resources-based companies and projects.

On the demerger, Phoenix completed a sale agreement with CNGC and Pangolin for the sale and purchase of the Industrial Minerals Rights, together with certain other assets assigned by Tulla Resources Plc to Phoenix. The Industrial Mineral Rights are more specifically outlined at tab [\[About\]](#).

Share capital structure of Phoenix

Phoenix is an unlisted Australian proprietary company.

Following the steps leading up to the demerger, on 22 June 2023 for every one (1) Tulla Resources share or CDI held at the Demerger Record Date (ie 7pm on 21 June 2023) Tulla Resources security holders were issued with three (3) Phoenix Shares. The shares are fully paid and the subscription price determined by the independent valuation was £0.001479 per Phoenix Share.

As described at tab [\[FAQ\]](#) the Phoenix Shares are held by Perpetual Nominees Limited as Custodian on a bare trust for the underlying Phoenix holders whose interests are recorded in the Company's Beneficial Share Register.

Phoenix Shareholders (including beneficially via a custodian arrangement) hold the beneficial interest in its Phoenix Shares at all times on the terms of issue of the Phoenix Shares set out in the Phoenix Constitution (including the Custodian Terms) and the Phoenix Shareholders' Agreement (see tab [\[Governance\]](#)).

Custodian arrangements with Perpetual Nominees Limited

Phoenix has appointed Perpetual Nominees Limited as Custodian to hold, on behalf of Beneficial Holders, the Phoenix Shares to which such Beneficial Holders are entitled to. Perpetual Nominees Limited holds the Phoenix Shares as bare trustee for each Beneficial Holder (being a trustee who acts at the absolute discretion and for the benefit of each beneficiary), and each Beneficial Holder will receive a beneficial interest in those Phoenix

Shares rather than being the registered legal title holders of those Phoenix Shares. The issue of the Phoenix Shares and this custodian arrangement are governed by the Phoenix Constitution (including the Custodian Terms set out therein) and the Phoenix Shareholders' Agreement.

The Beneficial Share Register recording the underlying Beneficial holder is maintained by the Company. All enquiries in relation to your Phoenix Shares should be addressed to the Company Secretary.

Rights and liabilities attached to Phoenix Shares

The rights, obligations, and liabilities of the Phoenix shareholders and the terms of which the affairs of Phoenix are regulated are set out in the Phoenix Constitution (including the Custodian Terms) and the Phoenix Shareholders' Agreement. A summary of the key rights, obligations, and liabilities attaching to your Phoenix Shares is set out at [\[Governance\]](#).

Taxation

The Australian Taxation Office (ATO) has made a class ruling in respect to income tax consequences for original Tulla Resources security holders for, inter alia, the demerger of Phoenix from the Tulla Resources Group. This class ruling is set out in CR 2023/44 "*Tulla Resources Plc – demerger and scrip for scrip roll-over*" (Class Ruling).

While Phoenix shareholders should read the Class Ruling in its entirety, your attention is drawn to paragraph 98 which states that "*The Commissioner accepts that it would be reasonable to apportion the first element of [the] cost base or reduced cost base of your original Tulla share as follows: 2.31% to the Demerger Bonus Shares (divided equally between the 3 Demerger Bonus Shares issued for each Tulla share, that is 0.77% to each Demerger Bonus Share*".

The Class Ruling is at tab [\[Governance\]](#)

Phoenix Shareholders who have their Phoenix Shares held by the Custodian will be absolutely entitled to the Phoenix Shares as against the Custodian. Therefore, the custodian arrangement can be 'looked through' for tax purposes and the Phoenix Shareholders should be treated as if they own the Phoenix Shares directly.

The Company is unable to give any taxation advice in respect to matters relating to the Phoenix Shares.

Sale or Transfer of Phoenix Shares

Phoenix is not publicly listed on a financial market. There is no active market for the sale of Phoenix Shares. The disposal of Phoenix Shares (ie sale or transfer) must be in accordance with the Phoenix Shareholders' Agreement and Phoenix Constitution, which includes a requirement that any transferee executes a deed of accession and becomes bound to the Phoenix Shareholders' Agreement (and subject to the Custodian arrangements).

A template Deed of Accession can be downloaded from the website or contact the Company Secretary.

There is no ISIN for the Phoenix Shares.