



BCI Minerals Limited

ABN 21 120 646 924

NOTICE OF GENERAL MEETING AND EXPLANATORY MEMORANDUM TO SHAREHOLDERS

Date of Meeting

Friday, 23 June 2023

Time of Meeting

10.00am (AWST)

Place of Meeting

BCI Minerals Limited
Level 2, 1 Altona Street
West Perth, Western Australia

A Proxy Form is enclosed or has otherwise been provided to you

Please read this Notice and Explanatory Memorandum carefully.

If you are unable to attend the General Meeting please complete and return the Proxy Form in accordance with the specified directions.

Independent Expert Report: Shareholders should carefully consider the Independent Expert Report prepared by PricewaterhouseCoopers Securities Ltd for the purposes of the Shareholder approval required under item 7 of section 611 of the Corporations Act (see Resolutions 3 and 5). The Independent Expert Report is set out in Annexure C. The Independent Expert has concluded that the Proposed Transactions are not fair but reasonable, and are in the best interests of Non-associated Shareholders. The Independent Expert has formed this opinion based on an assessment of the overall Proposed Transactions reflecting the issue of Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages and increases the disadvantages which may not be in the best interests of Non-associated Shareholders.

BCI Minerals Limited

ABN 21 120 646 924

NOTICE OF GENERAL MEETING

Notice is given that the General Meeting of Shareholders of BCI Minerals Limited ABN 21 120 646 924 will be held at BCI Minerals Limited, Level 2, 1 Altona Street, West Perth, Western Australia on Friday, 23 June 2023 at 10.00am (AWST) for the purpose of transacting the following business referred to in this Notice of General Meeting.

The Company will update Shareholders if changing circumstances will impact the planning or arrangements for the Meeting by way of announcement on ASX and the details will also be made available on our website at <https://www.bciminerals.com.au/>.

AGENDA

1 Resolution 1 – Election of Ms Gabrielle Bell as a Director

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That Ms Gabrielle Bell, who ceases to hold office in accordance with clause 11.4 of the Constitution and, being eligible, offers herself for election, be elected a Director of the Company.”

2 Resolution 2 – Proposed issue of Notes to AustralianSuper

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purpose of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of \$30 million in Notes by the Company to AustralianSuper on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) AustralianSuper, as the entity who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of AustralianSuper.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3 Resolution 3 – Approval of acquisition of relevant interest in Shares by AustralianSuper following conversion of Notes

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of item 7 of section 611 of the Corporations Act and for all other purposes, Shareholders approve and authorise:

- (a) the Company to issue \$30 million in Notes to AustralianSuper; and
- (b) the acquisition by AustralianSuper of a relevant interest in Shares issued on conversion of the AustralianSuper Notes resulting in an increase to AustralianSuper's voting power in the Company,

on the terms and conditions set out in the Explanatory Memorandum.”

Independent Expert Report: Shareholders should carefully consider the Independent Expert Report prepared by PricewaterhouseCoopers Securities Ltd for the purposes of the shareholder approval required under item 7 of section 611 of the Corporations Act for Resolution 3, as set out in Annexure C. The Independent Expert has concluded that Proposed Transactions are not fair but reasonable, and are in the best interests of Non-associated Shareholders. The Independent Expert has formed this opinion based on an assessment of the overall Proposed Transactions reflecting the issue of Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages and increases the disadvantages which may not be in the best interests of Non-associated Shareholders.

Voting exclusion statement: No votes may be cast in favour of this Resolution by:

- (a) the person proposing to make the acquisition and their Associates; or
- (b) the persons (if any) from whom the acquisition is to be made and their Associates.

Accordingly, the Company will disregard any votes cast on this Resolution by AustralianSuper and any of its Associates.

4 Resolution 4 – Proposed issue of Notes to Wroxby

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That for the purpose of Listing Rule 10.11 and all other purposes, Shareholders approve the issue of \$30 million in Notes by the Company to Wroxby on the terms and conditions set out in the Explanatory Memorandum.”

Voting exclusion statement: The Company will disregard any votes cast in favour of the Resolution by or on behalf of:

- (a) Wroxby, as the entity who is to receive the securities in question, and any other person who will obtain a material benefit as a result of the issue of the securities (except a benefit solely by reason of being a holder of ordinary securities in the Company); or
- (b) an Associate of Wroxby.

However, this does not apply to a vote cast in favour of the Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with the directions given to the proxy or attorney to vote on the Resolution in that way; or
- (b) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an Associate of a person excluded from voting, on the Resolution; and
 - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

5 Resolution 5 – Approval of acquisition of relevant interest in Shares by Wroxby following conversion of Notes

To consider and, if thought fit, to pass the following resolution as an ordinary resolution:

“That, for the purpose of item 7 of section 611 of the Corporations Act and for all other purposes, Shareholders approve and authorise:

- (a) the Company to issue \$30 million in Notes to Wroxby; and

(b) *the acquisition by Wroxby of a relevant interest in Shares issued on conversion of the Wroxby Notes resulting in an increase to Wroxby's voting power in the Company, on the terms and conditions set out in the Explanatory Memorandum."*

Independent Expert Report: Shareholders should carefully consider the Independent Expert Report prepared by PricewaterhouseCoopers Securities Ltd for the purposes of the shareholder approval required under item 7 of section 611 of the Corporations Act for Resolution 5, as set out in Annexure C. The Independent Expert has concluded that Proposed Transactions are not fair but reasonable, and are in the best interests of Non-associated Shareholders. The Independent Expert has formed this opinion based on an assessment of the overall Proposed Transactions reflecting the issue of Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages and increases the disadvantages which may not be in the best interests of Non-associated Shareholders.

Voting exclusion statement: No votes may be cast in favour of this Resolution by:

- (a) the person proposing to make the acquisition and their Associates; or
- (b) the persons (if any) from whom the acquisition is to be made and their Associates.

Accordingly, the Company will disregard any votes cast on this Resolution by Wroxby and any of its Associates.

OTHER BUSINESS

To deal with any other business which may be brought forward in accordance with the Constitution and the Corporations Act.

Details of the definitions and abbreviations used in this Notice are set out in the Glossary to the Explanatory Memorandum.

By order of the Board



Stephanie Majteles
Company Secretary

Dated: 23 May 2023

How to vote

Shareholders can vote by either:

- attending the Meeting and voting in person or by attorney or, in the case of corporate Shareholders, by appointing a corporate representative to attend and vote; or
- appointing a proxy to attend and vote on their behalf using the Proxy Form accompanying this Notice of Meeting and by submitting their proxy appointment and voting instructions in person, by post, electronically via the internet or by facsimile.

Voting in person (or by attorney)

Shareholders, or their attorneys, who plan to attend the Meeting are asked to arrive at the venue 15 minutes prior to the time designated for the Meeting, if possible, so that their holding may be checked against the Company's share register and their attendance recorded. To be effective a certified copy of the Power of Attorney, or the original Power of Attorney, must be received by the Company in the same manner, and by the same time as outlined for proxy forms below.

Voting by a Corporation

A Shareholder that is a corporation may appoint an individual to act as its representative and vote in person at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed.

Voting by proxy

- A Shareholder entitled to attend and vote is entitled to appoint not more than two proxies. Each proxy will have the right to vote on a poll and also to speak at the Meeting.
- The appointment of the proxy may specify the proportion or the number of votes that the proxy may exercise. Where more than one proxy is appointed and the appointment does not specify the proportion or number of the Shareholder's votes each proxy may exercise, the votes will be divided equally among the proxies (i.e. where there are two proxies, each proxy may exercise half of the votes).
- A proxy need not be a Shareholder.
- The proxy can be either an individual or a body corporate.
- If a proxy is not directed how to vote on an item of business, the proxy may generally vote, or abstain from voting, as they think fit.
- Should any resolution, other than those specified in this Notice, be proposed at the Meeting, a proxy may vote on that resolution as they think fit.
- If a proxy is instructed to abstain from voting on an item of business, they are directed not to vote on the Shareholder's behalf on the poll and the Shares that are the subject of the proxy appointment will not be counted in calculating the required majority.
- Shareholders who return their Proxy Forms with a direction how to vote, but who do not nominate the identity of their proxy, will be taken to have appointed the Chair of the Meeting as their proxy to vote on their behalf. If a Proxy Form is returned but the nominated proxy does not attend the Meeting, the Chair of the Meeting will act in place of the nominated proxy and vote in accordance with any

instructions. Proxy appointments in favour of the Chair of the Meeting, the secretary or any Director that do not contain a direction how to vote will be used, where possible, to support each of the Resolutions proposed in this Notice, provided they are entitled to cast votes as a proxy under the voting exclusion rules which apply to some of the proposed Resolutions. These rules are explained in this Notice.

- To be effective, proxies must be received by 10.00am (AWST time) on Wednesday, 21 June 2023. Proxies received after this time will be invalid.
- Proxies may be lodged using any of the following methods:
 - Online: Shareholders can submit their proxy voting instructions online at www.investorvote.com.au. Please refer to the enclosed proxy form for more information about submitting proxy voting instructions online.
 - By mail: Computershare Investor Services Pty Limited, GPO Box 242, Melbourne, Victoria 3001, Australia.
 - By fax: 1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia).
 - Custodians and nominees: Please visit www.intermediaryonline.com to submit your voting instructions.
- The Proxy Form must be signed by the Shareholder or the Shareholder's attorney. Proxies given by corporations must be executed in accordance with the Corporations Act. Where the appointment of a proxy is signed by the appointer's attorney, a certified copy of the Power of Attorney, or the power itself, must be received by the Company at the above address, or by facsimile, and by 10.00am (AWST) on Wednesday, 21 June 2023. If facsimile transmission is used, the Power of Attorney must be certified.

Shareholders who are entitled to vote

In accordance with paragraphs 7.11.37 and 7.11.38 of the Corporations Regulations, the Board has determined that a person's entitlement to vote at the General Meeting will be the entitlement of that person set out in the Register of Shareholders as at 5.00pm (AWST time) on Wednesday, 21 June 2023.

ASIC and ASX involvement

A copy of this Notice has been lodged with ASIC pursuant to ASIC Regulatory Guide 74 and with ASX pursuant to the ASX Listing Rules. Neither ASIC nor ASX, nor any of their officers, take any responsibility for the contents of this Notice of Meeting.

BCI Minerals Limited

ABN 21 120 646 924

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of the Resolutions contained in the accompanying Notice of General Meeting of the Company.

Certain abbreviations and other defined terms are used throughout this Explanatory Memorandum. Defined terms are generally identifiable by the use of an upper case first letter. Details of the definitions and abbreviations are set out in the Glossary to the Explanatory Memorandum.

1 Resolution 1 – Election of Ms Gabrielle Bell as a Director

1.1 Background

Resolution 1 seeks approval for the election of Ms Gabrielle Bell as a Director with effect from the end of the Meeting.

As announced to ASX on 30 September 2022, the Company has agreed that whilst AustralianSuper continues to hold more than 14.5% of the Company's issued shares, AustralianSuper may appoint a nominee to the Board. AustralianSuper currently holds approximately 14.76% of the Company's issued shares, and nominated Ms Gabrielle Bell as a director to the Board. Accordingly, the Board appointed Ms Gabrielle Bell as a director on 18 January 2023.

Clause 11.4 of the Constitution provides that the Directors may at any time appoint a person to be a Director, either to fill a casual vacancy, or as an addition to the existing Directors, but so that the total number of Directors does not at any time exceed the maximum number specified by the Constitution. Any Director so appointed holds office only until the next following general meeting and is then eligible for election but shall not be taken into account in determining the Directors who are to retire by rotation (if any) at that meeting.

Ms Gabrielle Bell retires from office in accordance with the requirements of clause 11.4 of the Constitution and submits herself for election in accordance with clause 11.4 of the Constitution.

1.2 Qualifications

Ms Gabrielle Bell is a corporate lawyer and company director, with broad experience working in Australia and South-East Asia. Ms Bell utilises her corporate governance, risk identification and legal transaction skills as a non-executive director in the Australian property sector and the Victorian water sector, and has previously held director roles in the Australian superannuation and public transport sectors.

Ms Gabrielle Bell has degrees in Law and Chemical Engineering, is a graduate of the Australian Institute of Company Directors, and has a special interest in occupational health and safety and climate change issues.

1.3 Other material directorships

Currently, Ms Gabrielle Bell is also a non-executive director of South East Water Corporation, the chair of Iota Services Pty Ltd, a wholly-owned subsidiary of South East Water Corporation, and a non-executive director of Aware Real Estate Management Pty Ltd.

1.4 Independence

The Board considers that Ms Gabrielle Bell, if elected, will not be classified as an independent director, on the basis that Ms Gabrielle Bell is AustralianSuper's nominee director on the Board, and AustralianSuper is a substantial Shareholder of the Company.

1.5 Board recommendation

The Company confirms it has conducted appropriate checks into Ms Gabrielle Bell's background and experience and those checks have not revealed any information of concern.

Based on Ms Gabrielle Bell's relevant experience and qualifications, the members of the Board, in the absence of Ms Gabrielle Bell, support the election of Ms Gabrielle Bell as a director of the Company.

2 Background

2.1 Background to issue of Notes

On 28 April 2023, the Company announced that it had entered into agreements with its two largest shareholders, Wroxby Pty Ltd (ACN 061 621 921) (**Wroxby**) and AustralianSuper Pty Ltd as trustee for AustralianSuper (ABN 65 714 394 898) (**AustralianSuper**) (together, the **Investors**), each of which provides for the issue of A\$30 million convertible notes (**Notes**), to raise a total of A\$60 million.

As previously announced, the Company is finalising its cost and design review of the Mardie Salt and Potash Project (**Mardie Project** or **Project**), and progressing plans to quantify and obtain the required additional funding, which is expected to include additional debt and equity funding. The funds raised from the issue of the Notes will be used for working capital and to fund critical path contracts for the Mardie Project, whilst discussions with potential providers of additional funding are progressed towards finalisation.

2.2 Note Terms

The Notes will be unsecured and will be convertible in full at the election of the Noteholder at an initial Conversion Price of A\$0.43 per Note. This is in line with the share price at which the Company issued ordinary shares in its 2021 capital raising, and is an 87% premium to the Company's closing share price on 27 April 2023 (the last trading day prior to the announcement of the Notes).

The Notes will have a maturity date of 29 February 2024 (subject to extensions, as described below) and an initial interest rate of 10.0% per annum, increasing to 13.0% per annum from 31 July 2023.

The issue of the Notes to each Investor under the respective Subscription Agreements is subject to a number of conditions precedent, including the Company obtaining shareholder approval in respect of each Investor:

- (a) for the purpose of ASX Listing Rule 10.11, for the issue of the Notes (see Resolutions 2 and 4); and
- (b) for the purposes of Item 7 of section 611 of the Corporations Act, for the acquisition by the Investor of a relevant interest in the Shares issued on conversion of the Notes and the resulting increase in the Investor's voting power (see Resolutions 3 and 5).

The issue of the AustralianSuper Notes (the subject of Resolutions 2 and 3) and the issue of the Wroxby Notes (the subject of Resolutions 4 and 5) are not conditional on each other.

A summary of the key terms of the Subscription Agreements and the Note Terms are set out in Annexure A to this Explanatory Memorandum. Annexure B contains the Adjustment Rules for the

Notes. Except where indicated below, the terms of the Subscription Agreements and the Note Terms for each Investor are in substantially the same form.

The terms and conditions of the Notes are substantially similar to the terms and conditions of the Series 1 Convertible Notes and Series 3 Convertible Notes approved by Shareholders at the Company's Extraordinary General Meeting held in December 2021 and its Annual General Meeting held in November 2022. The material changes to those convertible notes are summarised below:

- only one series of Notes is being issued;
- the Maturity Date for the Notes is 29 February 2024, with an extension to 29 August 2024 if no Qualifying Offer Event¹ (as defined) has occurred by 29 February 2024 (in contrast to a 10-year term for the Series 1 Convertible Notes and 8-year term for the Series 3 Convertible Notes). Further extensions can be agreed between the parties provided such date is no later than 29 August 2025. The Company's intention is that the Notes will either be converted or redeemed prior to drawdown of funding under any project finance facility;
- Interest will accrue daily on the face value of the Notes at initially at 10.0% per annum, increasing to 13.0% per annum from 31 July 2023, and will be capitalised quarterly and added to the face value of the Notes (unless the Company elects to pay the interest in cash). The Series 1 Convertible Notes are interest free and the Series 3 Convertible Notes accrue interest at 5% per annum;
- each Noteholder will have the right to convert the Notes into Shares at any time after issue of the Notes and before the Maturity Date (in addition to the other circumstances detailed in the Note Terms). The Series 1 Convertible Notes and Series 3 Convertible Notes may only be converted by the Noteholder from 3.5 years and 3 years respectively after issue (or upon the occurrence of a change in control or event of default);
- the initial Conversion Price is A\$0.43, compared to A\$0.6235 for the Series 1 Convertible Notes and Series 3 Convertible Notes;
- each Noteholder will be entitled to convert the Notes into Shares after the announcement of a Qualifying Offer by the Company, with the conversion to take place in time so that the Noteholder can participate in the Qualifying Offer (if it wishes to do so);
- an additional Adjustment Rule has been added providing for an adjustment to the Conversion Price of the Notes where the Company undertakes a Qualifying Offer;
- no establishment fees or break fees are payable by the Company; and
- no additional Board appointment rights are being granted.

2.3 Mardie New Base Case

As announced by the Company in its March 2023 Quarterly Report on 28 April 2023, the Mardie Project cost and design review is in its final stage of independent technical expert review. Discussions continue with project financiers and lenders to finalise an agreed base case financial model, which will confirm total project cost and the full funding needs of the Mardie Project. As advised previously, the Project is expected to cost materially more than previously estimated, but the Company also expects it to generate more revenue and EBITDA than previously projected, given higher current and projected salt and SOP prices. The New Base Case announcement is

¹ A 'Qualifying Offer' is defined in the Note Terms to be an issue of Shares by the Company, or multiple issuances of Shares, occurring after the issue of the Notes, which (i) in aggregate raise at least A\$100 million; or (ii) in aggregate raise between A\$50 million and A\$100 million and is deemed by the Investor (in its absolute discretion) to be a Qualifying Offer, excluding any proceeds from the issue of the Notes, the Series 1 Convertible Notes or the Series 3 Convertible Notes. A 'Qualifying Offer Event' is the entry by the Company into a transaction or series of transactions which would, upon completion, result in the occurrence of a Qualifying Offer.

expected to contain an indicative proposed timeline for the Project funding solution. The additional Project funding is likely to be sourced in stages from a combination of equity, debt and asset sales.

As noted in its March 2023 Quarterly Report, offtake negotiations continue with a number of companies in Asia for both salt and Sulphate of Potash. There is a potential for offtake counterparties to subscribe for new equity as part of the Company's Project funding plan, whether by way of interim investments or as part of larger equity raise to fund completion of the New Base Case for the Project.

The Company's ongoing debt and equity discussions will gain more momentum once the capital cost estimation process is complete and a New Base Case financial model is finalised and available for discussions.

As noted above, the Adjustment Rules for the Notes provide for an adjustment to the Conversion Price where the Company undertakes a Qualifying Offer, such as an entitlement offer to Shareholders. Sections 3.4(e) and 4.4(e) demonstrate the potential number of Shares issued on conversion of the Notes in various hypothetical scenarios, including Qualifying Offers being undertaken at different prices.

Further information about the Mardie New Base Case will be made available on the Company's website at www.bciminerals.com.au as soon as possible and in any event, prior to the date of the Meeting.

2.4 Impact on capital structure and voting power

The effect of the proposed issue of the Notes on the capital structure of the Company, assuming all Resolutions are passed and no Equity Securities are issued, vest or convert prior to the issue of the Notes, is set out below:

Security	Number
Shares:	
Shares currently on issue	1,211,480,407
Rights convertible into Shares:	
Performance Rights currently on issue	7,502,347 ²
Share Rights currently on issue	1,860,558
Convertible Notes convertible into Shares:	
Series 1 Convertible Notes currently on issue	46,662,048
Series 3 Convertible Notes currently on issue	160,384,924
AustralianSuper Notes (subject to Resolutions 2 and 3)	69,767,442
Wroxby Notes (subject to Resolutions 4 and 5)	69,767,442
Total Equity Securities	1,567,425,168

The number of Shares to be issued on conversion of Notes will be calculated dividing the face value of the Notes being converted (as adjusted to reflect any accrued and capitalised interest) by the Conversion Price. The Conversion Price of the Notes will be the initial conversion price of A\$0.43 as adjusted for certain corporate actions of the Company in accordance with the Adjustment Rules set

² The Company proposes to issue up to 809,625 performance rights to employees in May in accordance with the terms of the Company's Performance Rights Plan. These issues do not require Shareholder approval.

out in Annexure B. The Conversion Price may be adjusted multiple times if required by the Adjustment Rules.

As the number of Shares issued on conversion of a Note and, therefore, the relevant Investor's resulting voting power, depends on a number of factors (including any corporate actions the Company undertakes while the Notes are on issue and the timing of the Notes being converted), it is not possible to estimate the actual voting power of the Investors on conversion.

Sections 3.4(e) and 4.4(e) demonstrate the potential number of Shares issued on conversion of the Notes and the impact on each Investor's respective voting power in the Company in differing scenarios.

2.5 Advantages of the Proposed Transactions

The Directors, other than Ms Gabrielle Bell in relation to the issue of the AustralianSuper Notes and Mr Brian O'Donnell in relation to the issue of the Wroxby Notes, are of the view the following non-exhaustive list of advantages to the Company and Shareholders who are not Associates of the relevant Investor of approving the Proposed Transactions may be relevant to a Shareholder's decision on how to vote on the Resolutions:

- (a) Shareholders previously approved the issue and conversion of the Series 1 Convertible Notes and Series 3 Convertible Notes to AustralianSuper at the Company's Extraordinary General Meeting held in December 2021 and its Annual General Meeting held in November 2022, and the terms of those convertible notes are materially similar to the new Notes, subject to the changes summarised in section 2.2 above. Whilst the interest rate applicable to the Notes is higher than the Series 1 Convertible Notes and Series 3 Convertible Notes, and the Conversion Price for the Notes is lower than for the Series 1 Convertible Notes and Series 3 Convertible Notes, the Directors consider that the Notes are on reasonable commercial terms having regard to shorter tenor of the Notes and the change in the interest rate environment and market price of the Shares since November 2021, when the terms of the Series 1 Convertible Notes and Series 3 Convertible Notes were originally agreed;
- (b) the Company will receive A\$60 million (before costs) upon issuing the Notes. The funds raised from the issue of the Notes will be used to fund critical path contracts for the Mardie Project, whilst discussions with potential providers of additional funding are progressed towards finalisation;
- (c) a failure to vote in favour of the Resolutions could deprive the Company of up to A\$60 million in additional funding which would otherwise be used to fund critical path contracts for the Mardie Project (including contracts required to enable the filling of ponds 1, 2 and 3) and which the Company will have to source alternate funding for or not pursue at this time, which will negatively impact on the project timetable and costs, including ability to maintain progress on the Mardie Project;
- (d) AustralianSuper and Wroxby are both significant supporters of the Company who are expected to continue to add value to the Company's strategic goals;
- (e) in the event of an equity raise conducted by the Company as part of the full funding solution for the Mardie Project, the Conversion Price is likely to be adjusted by reference to the issue price of any such equity raise rather than being an 'interim' equity price (subject to and in accordance with the Adjustment Rules);
- (f) the Independent Expert has concluded that the Proposed Transactions are not fair but reasonable, and are in the best interests of Non-associated Shareholders. The Independent Expert has formed this opinion based on an assessment of the overall Proposed Transactions reflecting the issue of Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or

AustralianSuper, but not both, then this reduces the advantages and increases the disadvantages which may not be in the best interests of Non-associated Shareholders;

- (g) in addition, the Independent Expert has noted the following advantages:
- (i) the Proposed Transaction provides the Company with the ability to maintain progress on the Mardie Project which will preserve value for all Shareholders pending the update to the project budget and subsequent fundraising;
 - (ii) the Note Terms imply a cost of finance which is considered to be reasonable relative to the associated opportunity cost in the form of Project delay and additional cost increases;
 - (iii) the issue of the Notes is the most cost-effective option to access short term funding;
 - (iv) Wroxby and AustralianSuper's interests in the Company may not increase significantly if they exercise their right to convert the Notes into Shares in the Company;
 - (v) the ability to draw the Notes provides the Company with a level of certainty regarding its ability to partially fund the development of the Mardie Project;
 - (vi) the key terms of the Notes have been negotiated between the Company, AustralianSuper and Wroxby on an arm's length basis;
 - (vii) the key terms of the Notes are broadly in line with the terms of recent convertible note issues by comparable companies;
 - (viii) the Notes are convertible into Shares in the Company at an exercise price of \$0.43 per share (subject to adjustments), being a 65% premium and an 83% premium to the 90 trading day and 30 trading day VWAP of the Company at 30 April 2023, respectively;
 - (ix) if the Proposed Transactions are not approved, the Company's share price may be adversely impacted; and
 - (x) the Company has the ability to redeem the Notes and seek alternate financing; and
- (h) the Independent Expert has considered the potential disadvantages of the Proposed Transactions (as summarised below) and concluded that the benefits to the Non-associated Shareholders outweigh those potential disadvantages.

2.6 Potential disadvantages of the Proposed Transactions

The Directors, other than Ms Gabrielle Bell in relation to the issue of the AustralianSuper Notes and Mr Brian O'Donnell in relation to the issue of the Wroxby Notes, consider that there are potential disadvantages of the Proposed Transactions that Shareholders should be aware of in deciding how to vote on the Resolutions, including:

- (a) conversion of the Notes into Shares will have a dilutionary effect on holdings of other Shareholders. This will affect the ability of Shareholders to influence decisions. See the table in section 2.4 above for further details of the potential impact the issue of the Notes (and potential conversion of the Notes) may have on the Company's capital structure and sections 3.4(e) and 4.4(e) for details of the potential number of Shares issued on conversion of the Notes and the impact on each Investor's respective voting power in the Company;
- (b) there is no guarantee that the Company's Shares will not fall in value as a result of the Proposed Transactions; and

- (c) in addition, the Independent Expert has noted the following potential disadvantages of the Proposed Transactions (which, in the Independent Expert's opinion, are outweighed by the advantages of the Proposed Transactions):
- (i) the potential increased shareholding of AustralianSuper and Wroxby (if the Notes are converted) may be deemed to result in increased influence without a control premium having been paid, particularly the lower the Qualifying Offer price and therefore the greater the number of Shares issued on conversion;
 - (ii) the issue of the Notes increases the amount of leverage in the business including Project financing, the cost of which will need to be funded;
 - (iii) existing Shareholders' interests will be diluted upon potential conversion of the Notes, albeit in the event of conversion at the fixed price of \$0.43 will mean the Share price has increased considerably from the current traded Share price;
 - (iv) the issue of Notes provides option value to the AustralianSuper and Wroxby which reduces equity value to the Non-associated Shareholders; and
 - (v) there is no opportunity for any Shareholders other than Wroxby and AustralianSuper to participate in the Proposed Transactions.

2.7 Independent Expert Report

The Independent Expert Report prepared by the Independent Expert (a copy of which is attached as Annexure C to this Explanatory Memorandum) assesses whether the issue of the Notes and the conversion of the Notes is fair and reasonable and in the best interests of the Company's Shareholders not associated with the Investors.

The Independent Expert has concluded that the Proposed Transactions are not fair but reasonable, and are in the best interests of Non-associated Shareholders. The Independent Expert has formed this opinion based on an assessment of the overall Proposed Transactions reflecting the issue of Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages and increases the disadvantages which may not be in the best interests of Non-associated Shareholders.

Shareholders are urged to carefully read the Independent Expert Report to understand the scope of the report, the methodology of the valuation and the sources of information and assumptions made.

3 Resolutions 2 and 3 – Issue of Notes to AustralianSuper and approval of acquisition of relevant interest in Shares following conversion of the Notes

3.1 ASX Listing Rule 10.11

As noted above, the Company and AustralianSuper entered into a Subscription Agreement on 28 April 2023, pursuant to which the Company proposes to issue \$30 million of Notes to AustralianSuper.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);

- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);
- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

As announced to ASX on 30 September 2022, the Company agreed with AustralianSuper in connection with the Series 3 Convertible Notes that whilst AustralianSuper continues to hold more than 14.5% of the Company's issued shares, AustralianSuper may appoint a nominee to the Board. AustralianSuper currently holds approximately 14.76% of the Company's issued shares, and has nominated Ms Gabrielle Bell as a director to the Board.

The proposed issue of Notes to AustralianSuper therefore falls within Listing Rule 10.11.3 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 2 is passed, and Resolution 3 is also passed:

- the Company will be able to proceed with the issue, and subject to the terms of the Subscription Agreement with AustralianSuper, including the satisfaction or waiver of the conditions precedent and the payment of the subscription price for the Notes, the Company will issue the AustralianSuper Notes;
- the Company's cash reserves will increase by \$30 million (before costs) upon the issue of the AustralianSuper Notes; and
- if the issue becomes unconditional, and to the extent the AustralianSuper Notes run until the latest Maturity Date of 29 August 2025, the Company does not redeem any portion of the AustralianSuper Notes for cash and does not pay any interest in cash and there is no adjustment to the initial Conversion Price of \$0.43, then the total number of Equity Securities on issue will be increased by the AustralianSuper Notes; if the AustralianSuper Notes convert into Shares, the total Shares on issue may increase from 1,211,480,407 to up to 1,303,400,893 and the existing Shareholders holdings will be diluted by 7.05% on an undiluted basis and 6.05% on a fully diluted basis.³ See the table in section 2.4 above for further details of the potential impact the issue of the AustralianSuper Notes may have on the Company's capital structure and section 3.4(e) for details of AustralianSuper's potential maximum voting power in the Company.

In addition, the AustralianSuper Notes to be issued, and any Shares which will be issued on conversion of the AustralianSuper Notes, will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If either Resolution 2 or Resolution 3 is not passed the Company will not be able to issue Notes to AustralianSuper and the Company will not receive \$30 million from AustralianSuper following the issue of the AustralianSuper Notes.

³ This assumes that the AustralianSuper Notes are issued on 27 June 2023, interest on the AustralianSuper Notes accrues in accordance with the Note Terms and is capitalised from the date of issue of the AustralianSuper Notes until 29 August 2025 (being the latest date the Maturity Date can be extended to), none of the AustralianSuper Notes are redeemed for cash and there is no adjustment to the Conversion Price in accordance with the Note Terms.

3.2 Information required by ASX Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the AustralianSuper Notes, and any Shares to be issued on their conversion, will be issued to AustralianSuper;
- (b) AustralianSuper is a Listing Rule 10.11.3 party by virtue of it holding approximately 14.76% of the Company's issued shares and having exercised its right to appoint a nominee to the Board, namely Ms Gabrielle Bell (as announced on 18 January 2023);
- (c) the Company will issue 69,767,442 AustralianSuper Notes, and up to a maximum of 91,920,486 Shares on their conversion, which is based on the initial face value of \$30 million for the AustralianSuper Notes, and the initial Conversion Price of \$0.43.⁴ If additional Shares are required to be issued on conversion of any AustralianSuper Notes due to adjustments to the Conversion Price (for instance, following the issue of additional Shares at a discounted price), those Shares will be covered by the Shareholder approval obtained pursuant to Resolution 2 and if that Resolution is passed, the Company may issue such additional Shares (subject to the Corporations Act and the Listing Rules) without taking up the Company's placement capacity.

The table below demonstrates potential adjustments to the Conversion Price if the Company were to undertake a placement of Shares utilising its 15% placement capacity under Listing Rule 7.1 at various discounts to the Current Market Price:

	Discount to Current Market Price		
	10%	15%	20%
Issue price of placement shares	\$0.198	\$0.187	\$0.176
Funds received from placement	\$35,980,968.08	\$33,982,025.41	\$31,983,082.74
Adjusted Conversion Price	\$0.4244	\$0.4216	\$0.4188

Note: This table assumes:

- the Company undertakes a placement of 181,722,061 Shares under its Listing Rule 7.1 placement capacity on the date the AustralianSuper Notes are issued; and
- the Company's Current Market Price on the last Trading Day preceding the date of announcement of the placement is \$0.22.

Section 3.4(e) demonstrates the potential number of Shares that will be issued on conversion of the AustralianSuper Notes in further hypothetical scenarios, including Qualifying Offers being undertaken at different prices;

- (d) the Company will receive \$30 million (before costs) on settlement of the AustralianSuper Notes. Funds raised will be used for working capital and to fund critical path contracts for the Mardie Project, whilst discussions with potential providers of additional funding are progressed towards finalisation;

⁴ This assumes that the AustralianSuper Notes are issued on 27 June 2023, interest on the AustralianSuper Notes accrues in accordance with the Note Terms and is capitalised from the date of issue of the AustralianSuper Notes until 29 August 2025 (being the latest date the Maturity Date can be extended to), none of the AustralianSuper Notes are redeemed for cash and there is no adjustment to the Conversion Price in accordance with the Note Terms.

- (e) a summary of the key terms of the Subscription Agreement and the Note Terms is set out in Annexure A. The Adjustment Rules for the adjustment of the Conversion Price are set out in Annexure B;
- (f) the AustralianSuper Notes will be issued no later than 1 month after the date of the Meeting;
- (g) the Shares to be issued on conversion of the AustralianSuper Notes will be fully paid Shares and will rank equally in all respects with the existing Shares on issue; and
- (h) a voting exclusion applies in respect of Resolution 2 as set out in the Notice of Meeting.

3.3 Section 606 and section 611 item 7 of the Corporations Act

Under section 606 of the Corporations Act, subject to limited specified exemptions, a person must not acquire a relevant interest in issued voting shares in a public company, if as a result of the acquisition any person's voting power in the company would increase:

- from 20% or below to more than 20%; or
- from a starting point that is above 20% and below 90%,

(the **Takeover Prohibition**).

In broad terms, a person has a 'relevant interest' in shares if that person holds shares or has the power to control the right to vote or dispose of shares. A person's voting power in a company is the number of voting shares in which the person and its Associates have a relevant interest in compared with the total number of voting shares in a company.

As at the date of this Notice, AustralianSuper has a current disclosed voting power of 14.76% in the Company. AustralianSuper also holds 46,662,048 Series 1 Convertible Notes and 160,384,924 Series 3 Convertible Notes issued by the Company following shareholder approval at the Company's Extraordinary General Meeting held in December 2021 and its Annual General Meeting held in November 2022. The Company anticipates that following any conversion of the Notes into Shares, AustralianSuper's voting power in the Company will exceed 20%.

Item 7 of section 611 of the Corporations Act provides an exception to the Takeover Prohibition and allows a person and its Associates to acquire a relevant interest in shares that would otherwise be prohibited under section 606(2) of the Corporations Act if the proposed acquisition is approved in advance by a resolution passed at a general meeting of the company, and:

- (a) no votes are cast in favour of the resolution by the person proposing to make the acquisition and their Associates; and
- (b) the members of the company were given all information known to the person proposing to make the acquisition or their Associates, or known to the company, that was material to the decision on how to vote on the resolution.

Set out in section 3.4(e) are details of the number of Shares in which AustralianSuper is expected to hold a relevant interest in and their maximum voting power, which exceed 20%. Accordingly, Resolution 3 seeks Shareholder approval for the purpose of item 7 of section 611 of the Corporations Act to enable AustralianSuper to increase its voting power in the Company beyond 20%.

ASX Listing Rule 7.2, exception 8 states that Listing Rule 7.1 does not apply to an issue of securities approved by shareholders for the purposes of item 7 of section 611 of the Corporations Act. That approval is sought from Shareholders for the issue of the Shares on conversion of the Notes under Resolution 3. Accordingly, separate Shareholder approval under Listing Rule 7.1 for the issue of the Shares to AustralianSuper will not be required.

3.4 Information required by item 7 of section 611 of the Corporations Act and ASIC Regulatory Guide 74

The following information is provided in accordance with item 7 of section 611 of the Corporations Act and ASIC Regulatory Guide 74 (in respect of acquisitions to be approved by shareholders under Resolution 3 in accordance with item 7 of section 611):

(a) The identity of the person proposing to make the Acquisition and their Associates

The Notes will be issued to AustralianSuper Pty Ltd as trustee for AustralianSuper (ABN 65 714 394 898). AustralianSuper is the largest superannuation fund in Australia and is a cornerstone supporter of the Company. AustralianSuper does not have any Associates which have a relevant interest in Shares in the Company.

(b) An explanation of the reasons for the Acquisition

Sections 2.1 and 2.3 of this Explanatory Memorandum provide background to and an explanation of the reasons for the Proposed Transactions. Section 2.5 contains a non-exhaustive list of advantages to the Company and Non-associated Shareholders of approving the Proposed Transactions that may be relevant to a Shareholder's decision on how to vote on Resolution 3. Section 2.6 contains a list of potential disadvantages to the Proposed Transactions that Shareholders should be aware of in deciding how to vote on Resolution 3.

(c) When the Acquisition is to occur

The Acquisition will occur upon the conversion of the Notes in accordance with the Note Terms, a summary of which is set out in Annexure A. AustralianSuper may elect to convert the AustralianSuper Notes into Shares by delivering a conversion notice to the Company:

- (i) at any time after issue and before the Maturity Date;
- (ii) at any time following the occurrence of a Qualifying Offer Event;
- (iii) at any time during the period of 20 business days immediately following the occurrence of a Change of Control Event; and
- (iv) at any time when an event of default is subsisting with respect to a Note.

(d) The material terms of the Acquisition

A summary of the key terms of the Subscription Agreement and the Note Terms is set out in Annexure A and the Adjustment Rules are set out in Annexure B. The Shares to be issued on conversion of the Notes will rank pari passu with the outstanding Shares of the Company on the relevant conversion date.

(e) The voting power of the person and its Associates would have as a result of the Acquisition and the maximum extent of the increase in their voting power

The number of Shares to be issued on conversion of Notes will be calculated dividing the face value of the Notes being converted (as adjusted to reflect any accrued and capitalised interest) by the Conversion Price. The Conversion Price of the Notes will be the initial conversion price of A\$0.43 as adjusted for certain corporate actions of the Company in accordance with the Adjustment Rules set out in Annexure B. The Conversion Price may be adjusted multiple times if required by the Adjustment Rules.

The below table demonstrates the potential number of Shares issued on conversion of the Notes and the resulting increase to AustralianSuper's voting power in the Company in a number of differing scenarios:

Face Value of AustralianSuper Notes ⁵	Shares issued on conversion of AustralianSuper Notes	AustralianSuper's voting power (undiluted) ⁶
29 February 2024 (being the initial Maturity Date) ⁷		
\$32,629,884.71	75,883,453	19.79%
29 August 2024 (the Maturity Date if no Qualifying Offer Event has occurred by 29 February 2024) ⁷		
\$34,779,288.99	80,882,068	20.10%
29 August 2025 (the latest date the Maturity Date can be extended) ⁷		
\$39,525,808.86	91,920,486	20.77%
Qualifying Offer undertaken at A\$0.22⁸ on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.1925)		
\$39,525,808.86	205,328,877	27.11%
Qualifying Offer undertaken at A\$0.30 on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.2625)		
\$39,525,808.86	150,574,510	24.18%
Qualifying Offer undertaken at A\$0.40 on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.35)		
\$39,525,808.86	112,930,882	22.03%
Qualifying Offer undertaken at A\$0.50 on 29 August 2025 (with no resulting adjustment to the Conversion Price) ⁷		
\$39,525,808.86	91,920,486	20.77%

For the scenarios above that provide for a Qualifying Offer being undertaken, AustralianSuper's stated voting power is exclusive of any voting shares acquired by AustralianSuper as a result of its participation in the Qualifying Offer (both in respect of its existing shareholding and any Shares issued on conversion of AustralianSuper Notes following the announcement of the Qualifying Offer).

Assuming there are no adjustments to the conversion price for the AustralianSuper Notes, the Series 1 Convertible Notes or Series 3 Convertible Notes, the anticipated maximum relevant interest of AustralianSuper and the voting power of AustralianSuper in the Company (both current, and following the proposed Acquisition) are set out in the table below:

	All Shareholders	Non-associated Shareholders	AustralianSuper
Shares currently on issue	1,211,480,407	1,032,649,567	178,830,840

⁵ This assumes that the AustralianSuper Notes are issued on 27 June 2023, interest on the AustralianSuper Notes accrues in accordance with the Note Terms and is capitalised from the date of issue of the AustralianSuper Notes until the relevant conversion date and none of the AustralianSuper Notes are redeemed for cash.

⁶ Based on current undiluted share capital of 1,211,480,407 Shares and assuming that before the date of conversion of the AustralianSuper Notes no further Equity Securities are issued, no Equity Securities convert into Shares, AustralianSuper does not acquire a relevant interest in any additional Shares and that the stated number of Shares are issued on conversion of the AustralianSuper Notes on the relevant date. Excludes any increase in AustralianSuper's voting power as a result of the issue of Shares on conversion of the Series 1 Convertible Notes and Series 3 Convertible Notes.

⁷ This assumes the Conversion Price is \$0.43 at the time of conversion and no adjustment has occurred under the Adjustment Rules.

⁸ Being the closing price of the Company's Shares on 22 May 2023.

	All Shareholders	Non-associated Shareholders	AustralianSuper
Current voting power	100%	85.24%	14.76%
Total maximum Shares post-conversion of AustralianSuper Notes	1,303,400,893	1,032,649,567	270,751,326
Voting power post-conversion of AustralianSuper Notes	100%	79.23%	20.77%
Total maximum Shares post-conversion of Series 1 Convertible Notes and Series 3 Convertible Notes	1,593,650,732	1,032,649,567	561,001,165
Voting power post-conversion of Series 1 Convertible Notes and Series 3 Convertible Notes	100%	64.80%	35.20%

Note: This table assumes:

- the Company has 1,211,480,407 Shares on issue as at the date of this Notice and that no further Equity Securities are issued and no Equity Securities convert into Shares (including the Wroxby Notes) before the date of conversion of the AustralianSuper Notes, the Series 1 Convertible Notes and the Series 3 Convertible Notes;
- the AustralianSuper Notes are issued on 27 June 2023;
- all AustralianSuper Notes convert at the latest possible Maturity Date of 29 August 2025 and no AustralianSuper Notes are redeemed for cash;
- interest on the AustralianSuper Notes accrues in accordance with the Note Terms and is capitalised from the date of issue until maturity;
- the Conversion Price at the time of conversion of the AustralianSuper Notes is \$0.43, being the initial Conversion Price. The Conversion Price is subject to Adjustment Rules that may occur as a result of certain corporate actions undertaken by the Company during the term of the Notes, as set out in Annexure B to this Explanatory Memorandum;
- the Series 1 Convertible Notes and Series 3 Convertible Notes run for their full term and the Company does not redeem any portion of the Series 1 Convertible Notes or Series 3 Convertible Notes for cash and does not pay any interest in cash and that no adjustment to the Series 1 Convertible Notes and the Series 3 Convertible Notes conversion price has occurred and that the conversion price at the time of conversion of is \$0.6235 (being the initial conversion price); and
- AustralianSuper does not acquire a relevant interest in any additional Shares.

The total maximum number of Shares noted in the above table are calculated based on the listed assumptions. Importantly, if there is an adjustment to the conversion price of the AustralianSuper Notes, the Series 1 Convertible Notes or the Series 3 Convertible Notes in accordance with the respective adjustment rules, the number of Shares issued on conversion will increase and so will AustralianSuper's maximum resulting voting power.

As is the case with the Notes, the conversion price for the Series 1 Convertible Notes and Series 3 Convertible Notes is subject to adjustment rules that may occur as a result of certain corporate actions undertaken by the Company during their term (including an equity raise undertaken by the Company, subject to the price at which the raise is undertaken). The adjustment rules applicable to the Series 1 Convertible Notes and the Series 3 Convertible Notes are as set out in Annexure A to the explanatory memorandum accompanying the notice of meeting of the Company dated 18 November 2021.

There will be no adjustment to the conversion price for the Series 1 Convertible Notes and the Series 3 Convertible Notes as a result of the AustralianSuper Notes and Wroxby Notes being issued due to the initial Conversion Price of those Notes being a premium to the VWAP of the Company's Shares for the 30 trading days prior to the announcement of the Notes on 28 April 2023. There will likewise be no adjustment to the conversion price for the Series 1 Convertible Notes or the Series 3 Convertible Notes as a result of any future adjustments to the Conversion Price of the Notes, including, by way of example, following any adjustment to the Conversion Price of the Notes as a result of a Qualifying Offer being undertaken by the Company.

In addition, as noted in paragraph 197 of the Independent Expert Report, assuming a Qualifying Offer is undertaken at A\$0.23 (resulting in the Conversion Price being adjusted to A\$0.2013), if Wroxby and AustralianSuper both elected to convert their respective Notes in full, Wroxby's voting power in the Company would increase from 39.3% to 41.4% and AustralianSuper's voting power in the Company would increase from 14.8% to 21.7%.⁹ The Independent Expert has therefore concluded that the issue of the Notes under the Proposed Transaction does not provide a materially increased level of control over the Company to either Wroxby or AustralianSuper relative to their existing respective ownership interests.

(f) **Details of the terms of any other relevant agreement between the acquirer and the target entity or vendor (or any of their Associates) that is conditional on (or directly or indirectly depends on) members' approval of the Acquisition**

There is no such other relevant agreement.

(g) **Intentions of AustralianSuper regarding the future of the Company**

Other than as disclosed elsewhere in this Explanatory Memorandum, AustralianSuper has confirmed to the Company that AustralianSuper:

- (i) has no present intention of making any significant changes to the business of the Company;
- (ii) has no present intention to inject further capital into the Company, unless requested by the Company in the future;
- (iii) has no present intention of making changes regarding the future employment of the present employees of the Company;
- (iv) has no present intention to redeploy any fixed assets of the Company;
- (v) has no present intention to transfer any property between the Company and themselves;

⁹ Based on current undiluted share capital of 1,211,480,407 Shares and assuming that the Notes are issued on 27 June 2023 and are immediately converted into Shares, the face value of the Notes at conversion is \$60 million, none of the Notes redeemed for cash, before the date of conversion of the Notes no further Equity Securities are issued, no Equity Securities convert into Shares and neither Investor acquires a relevant interest in any additional Shares.

- (vi) has no present intention to change the Company's existing policies in relation to financial matters or dividends; and
- (vii) has no present intention to change the Board.

The Company takes no responsibility for any omission from, or any error or false or misleading statement in this section 3.4(g) of the Explanatory Memorandum.

AustralianSuper does not make, or purport to make, any statement in this Explanatory Memorandum other than the statements in this section 3.4(g) of the Explanatory Memorandum attributed to it. To the maximum extent permitted by law, AustralianSuper expressly disclaims liability and takes no responsibility for any omission from, or any error or false or misleading statement in, any other part of this Explanatory Memorandum.

(h) **The identity, associations (with AustralianSuper) and qualifications of any person who is intended to or will become a director if Shareholders agree to the Acquisition**

There are no additional board appointment rights granted under the Subscription Agreement with AustralianSuper, noting that as announced to ASX on 30 September 2022, AustralianSuper has an existing right to appoint a nominee to the Board while AustralianSuper continues to hold more than 14.5% of the Company's issued shares.

3.5 Board Recommendation

All the Directors were available to make a recommendation. Ms Gabrielle Bell declines to make a recommendation about Resolutions 2 and 3 as she was appointed to the Board by AustralianSuper as its nominee, as announced on 18 January 2023.

The Directors (in the absence of Ms Bell) recommend that Shareholders vote in favour of Resolutions 2 and 3 for the reasons outlined in this Explanatory Memorandum, including section 3.4(b) in respect of the advantages and potential disadvantages of the Proposed Transactions in relation to Resolution 3. The Directors (in the absence of Ms Bell) are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 2 and 3.

4 Resolutions 4 and 5 – Issue of Notes to Wroxby and approval of acquisition of relevant interest in Shares following conversion of the Notes

4.1 ASX Listing Rule 10.11

As noted above, the Company and Wroxby entered into a Subscription Agreement on 28 April 2023, pursuant to which the Company proposes to issue \$30 million of Notes to Wroxby.

Listing Rule 10.11 provides that unless one of the exceptions in Listing Rule 10.12 applies, the Company must not issue or agree to issue equity securities to:

- a related party (Listing Rule 10.11.1);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (30%+) holder in the Company (Listing Rule 10.11.2);
- a person who is, or was at any time in the 6 months before the issue or agreement, a substantial (10%+) holder in the Company and who has nominated a Director to the Board pursuant to a relevant agreement which gives them a right or expectation to do so (Listing Rule 10.11.3);

- an associate of a person referred to in Listing Rules 10.11.1 to 10.11.3 (Listing Rule 10.11.4); or
- a person whose relationship with the Company or a person referred to in Listing Rules 10.11.1 to 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by Shareholders (Listing Rule 10.11.5),

unless it obtains the approval of its Shareholders.

As at the date of this Notice, Wroxby holds approximately 39.31% of the Company's issued shares and is a substantial holder in the Company for the purpose of the Listing Rules.

The proposed issue of Notes to Wroxby therefore falls within Listing Rule 10.11.2 and does not fall within any of the exceptions in Listing Rule 10.12. It therefore requires the approval of Shareholders under Listing Rule 10.11.

If Resolution 4 is passed, and Resolution 5 is also passed:

- the Company will be able to proceed with the issue, and subject to the terms of the Subscription Agreement with Wroxby, including the satisfaction or waiver of the conditions precedent and the payment of the subscription price for the Notes, the Company will issue the Wroxby Notes;
- the Company's cash reserves will increase by \$30 million (before costs) upon the issue of the Wroxby Notes; and
- if the issue becomes unconditional, and to the extent the Wroxby Notes run until the latest Maturity Date of 29 August 2025, the Company does not redeem any portion of the Wroxby Notes for cash and does not pay any interest in cash and there is no adjustment to the initial Conversion Price of \$0.43, then the total number of Equity Securities on issue will be increased by the Wroxby Notes; if the Wroxby Notes convert into Shares, the total Shares on issue may increase from 1,211,480,407 to up to 1,303,400,893 and the existing Shareholders holdings will be diluted by 7.05% on an undiluted basis and 6.05% on a fully diluted basis.¹⁰ See the table in section 2.4 above for further details of the potential impact the issue of the Wroxby Notes may have on the Company's capital structure and section 4.4(e) for details of Wroxby's potential maximum voting power in the Company.

In addition, the Wroxby Notes to be issued, and any Shares which will be issued on conversion of the Wroxby Notes, will be excluded from the calculation of the number of Equity Securities that the Company can issue without Shareholder approval under Listing Rule 7.1.

If either Resolution 4 or Resolution 5 is not passed the Company will not be able to issue Notes to Wroxby and the Company will not receive \$30 million from Wroxby following the issue of the Wroxby Notes.

4.2 Information required by ASX Listing Rule 10.13

The following further information is provided to Shareholders for the purposes of Listing Rule 10.13:

- (a) the Wroxby Notes, and any Shares to be issued on their conversion, will be issued to Wroxby;
- (b) Wroxby is a Listing Rule 10.11.2 party by virtue of it being a substantial holder in the Company, with a current disclosed voting power in the Company of 39.31%;

¹⁰ This assumes that the Wroxby Notes are issued on 27 June 2023, interest on the Wroxby Notes accrues in accordance with the Note Terms and is capitalised from the date of issue of the Wroxby Notes until 29 August 2025 (being the latest date the Maturity Date can be extended to), none of the Wroxby Notes are redeemed for cash and there is no adjustment to the Conversion Price in accordance with the Note Terms.

- (c) the Company will issue 69,767,442 Wroxby Notes, and up to a maximum of 91,920,486 Shares on their conversion, which is based on the initial face value of \$30 million for the Wroxby Notes, and the initial Conversion Price of \$0.43.¹⁰ If additional Shares are required to be issued on conversion of any Wroxby Notes due to adjustments in the Conversion Price (for instance, following the issue of additional Shares at a discounted price), those Shares will be covered by the Shareholder approval obtained pursuant to Resolution 4 and if that Resolution is passed, the Company may issue such additional Shares (subject to the Corporations Act and the Listing Rules) without taking up the Company's placement capacity.

The table below demonstrates potential adjustments to the Conversion Price if the Company were to undertake a placement of Shares utilising its 15% placement capacity under Listing Rule 7.1 at various discounts to the Current Market Price:

	Discount to Current Market Price		
	10%	15%	20%
Issue price of placement shares	\$0.198	\$0.187	\$0.176
Funds received from placement	\$35,980,968.08	\$33,982,025.41	\$31,983,082.74
Adjusted Conversion Price	\$0.4244	\$0.4216	\$0.4188

Note: This table assumes:

- the Company undertakes a placement of 181,722,061 Shares under its Listing Rule 7.1 placement capacity on the date the Wroxby Notes are issued; and
- the Company's Current Market Price on the last Trading Day preceding the date of announcement of the placement is \$0.22.

Section 4.4(e) demonstrates the potential number of Shares that will be issued on conversion of the Wroxby Notes in further hypothetical scenarios, including Qualifying Offers being undertaken at different prices;

- (d) the Company will receive \$30 million (before costs) on settlement of the Wroxby Notes. Funds raised will be used to fund working capital and critical path contracts for the Mardie Project, whilst discussions with potential providers of additional funding are progressed towards finalisation;
- (e) a summary of the key terms of the Subscription Agreement and the Note Terms is set out in Annexure A. The Adjustment Rules for the adjustment of the Conversion Price are set out in Annexure B;
- (f) the Wroxby Notes will be issued no later than 1 month after the date of the Meeting;
- (g) the Shares to be issued on conversion of the Wroxby Notes will be fully paid Shares and will rank equally in all respects with the existing Shares on issue; and
- (h) a voting exclusion applies in respect of Resolution 4 as set out in the Notice of Meeting.

4.3 Section 606 and section 611 item 7 of the Corporations Act

Under section 606 of the Corporations Act, subject to limited specified exemptions, a person must not acquire a relevant interest in issued voting shares in a public company, if as a result of the acquisition any person's voting power in the company would increase:

- from 20% or below to more than 20%; or
- from a starting point that is above 20% and below 90%,

(the **Takeover Prohibition**).

In broad terms, a person has a 'relevant interest' in shares if that person holds shares or has the power to control the right to vote or dispose of shares. A person's voting power in a company is the number of voting shares in which the person and its Associates have a relevant interest in compared with the total number of voting shares in a company.

As at the date of this Notice, Wroxby has a current disclosed voting power of 39.31% in the Company. The Company anticipates that following any conversion of the Notes into Shares, Wroxby's voting power in the Company will increase above its current voting power.

Item 7 of section 611 of the Corporations Act provides an exception to the Takeover Prohibition and allows a person and its Associates to acquire a relevant interest in shares that would otherwise be prohibited under section 606(2) of the Corporations Act if the proposed acquisition is approved in advance by a resolution passed at a general meeting of the company, and:

- no votes are cast in favour of the resolution by the person proposing to make the acquisition and their Associates; and
- the members of the company were given all information known to the person proposing to make the acquisition or their Associates, or known to the company, that was material to the decision on how to vote on the resolution.

Set out in section 4.4(e) are details of the number of Shares in which Wroxby is expected to hold a relevant interest in and their maximum voting power, which exceeds 20%. Accordingly, Resolution 5 seeks Shareholder approval for the purpose of item 7 of section 611 of the Corporations Act to enable Wroxby to increase its voting power in the Company from a starting point that is above 20%.

ASX Listing Rule 7.2, exception 8 states that Listing Rule 7.1 does not apply to an issue of securities approved by shareholders for the purposes of item 7 of section 611 of the Corporations Act. That approval is sought from Shareholders for the issue of the Shares on conversion of the Notes under Resolution 5. Accordingly, separate Shareholder approval under Listing Rule 7.1 for the issue of the Shares to Wroxby will not be required.

4.4 Information required by item 7 of section 611 of the Corporations Act and ASIC Regulatory Guide 74

The following information is provided in accordance with item 7 of section 611 of the Corporations Act and ASIC Regulatory Guide 74 (in respect of acquisitions to be approved by shareholders under Resolution 5 in accordance with item 7 of section 611):

(a) The identity of the person proposing to make the Acquisition and their Associates

The Notes will be issued to Wroxby Pty Ltd, the Company's largest shareholder. Wroxby does not have any Associates which have a relevant interest in Shares in the Company.

(b) An explanation of the reasons for the Acquisition

Sections 2.1 and 2.3 of this Explanatory Memorandum provide background to and an explanation of the reasons for the Proposed Transactions. Section 2.5 contains a non-exhaustive list of advantages to the Company and Non-associated Shareholders of approving the Proposed Transaction that may be relevant to a Shareholder's decision on how to vote on Resolution 5. Section 2.6 contains a list of potential disadvantages to the Proposed Transactions that Shareholders should be aware of in deciding how to vote on Resolution 5.

(c) **When the Acquisition is to occur**

The Acquisition will occur upon the conversion of the Notes in accordance with the Note Terms, a summary of which is set out in Annexure A.

Wroxby may elect to convert the Wroxby Notes into Shares by delivering a conversion notice to the Company:

- (i) at any time after issue and before the Maturity Date;
- (ii) at any time following the occurrence of a Qualifying Offer Event;
- (iii) at any time during the period of 20 business days immediately following the occurrence of a Change of Control Event; and
- (iv) at any time when an event of default is subsisting with respect to a Note.

(d) **The material terms of the Acquisition**

A summary of the key terms of the Subscription Agreement and the Note Terms is set out in Annexure A and the Adjustment Rules are set out in Annexure B. The Shares to be issued on conversion of the Notes will rank pari passu with the outstanding Shares of the Company on the relevant conversion date.

(e) **The voting power of the person and its Associates would have as a result of the Acquisition and the maximum extent of the increase in their voting power**

The number of Shares to be issued on conversion of Notes will be calculated dividing the face value of the Notes being converted (as adjusted to reflect any accrued and capitalised interest) by the Conversion Price. The Conversion Price of the Notes will be the initial conversion price of A\$0.43 as adjusted for certain corporate actions of the Company in accordance with the Adjustment Rules set out in Annexure B. The Conversion Price may be adjusted multiple times if required by the Adjustment Rules.

The below table demonstrates the potential number of Shares issued on conversion of the Notes and the resulting increase to Wroxby's voting power in the Company in a number of differing scenarios:

Face Value of Notes ¹¹	Shares issued on conversion of Wroxby Notes	Wroxby's voting power (undiluted) ¹²
29 February 2024 (being the initial Maturity Date) ¹³		
\$32,629,884.71	75,883,453	42.89%
29 August 2024 (the Maturity Date if no Qualifying Offer Event has occurred by 29 February 2024) ¹³		

¹¹ This assumes that the Wroxby Notes are issued on 27 June 2023, interest on the Wroxby Notes accrues in accordance with the Note Terms and is capitalised from the date of issue of the Wroxby Notes until the relevant conversion date and none of the Wroxby Notes are redeemed for cash.

¹² Based on current undiluted share capital of 1,211,480,407 Shares and assuming that before the date of conversion of the Wroxby Notes no further Equity Securities are issued, no Equity Securities convert into Shares, Wroxby does not acquire a relevant interest in any additional Shares and that the stated number of Shares are issued on conversion of the Wroxby Notes on the relevant date.

¹³ This assumes the Conversion Price is \$0.43 at the time of conversion and no adjustment has occurred under the Adjustment Rules.

Face Value of Notes ¹¹	Shares issued on conversion of Wroxby Notes	Wroxby's voting power (undiluted) ¹²
\$34,779,288.99	80,882,068	43.11%
29 August 2025 (the latest date the Maturity Date can be extended) ¹³		
\$39,525,808.86	91,920,486	43.59%
Qualifying Offer undertaken at A\$0.22¹⁴ on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.1925)		
\$39,525,808.86	205,328,877	48.11%
Qualifying Offer undertaken at A\$0.30 on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.2625)		
\$39,525,808.86	150,574,510	46.02%
Qualifying Offer undertaken at A\$0.40 on 29 August 2025 (resulting in the Conversion Price being adjusted to A\$0.35)		
\$39,525,808.86	112,930,882	44.49%
Qualifying Offer undertaken at A\$0.50 on 29 August 2025 (with no resulting adjustment to the Conversion Price) ¹³		
\$39,525,808.86	91,920,486	43.59%

For the scenarios above that provide for a Qualifying Offer being undertaken, Wroxby's stated voting power is exclusive of any voting shares acquired by Wroxby as a result of its participation in the Qualifying Offer (both in respect of its existing shareholding and any Shares issued on conversion of Wroxby Notes following the announcement of the Qualifying Offer).

Assuming there are no adjustments to the conversion price for the Wroxby Notes, the anticipated maximum relevant interest of Wroxby and the voting power of Wroxby in the Company (both current, and following the proposed Acquisition) are set out in the table below:

	All Shareholders	Non-associated Shareholders	Wroxby
Shares currently on issue	1,211,480,407	735,195,285	476,285,122
Current voting power	100%	60.69%	39.31%
Total maximum Shares post-conversion of Wroxby Notes	1,303,400,893	735,195,285	568,205,608
Voting power post-conversion of Wroxby Notes	100%	56.41%	43.59%

Note: This table assumes:

- the Company has 1,211,480,407 Shares on issue as at the date of this Notice and that no further Equity Securities are issued and no Equity Securities convert into Shares (including the Australian Super Notes, Series 1 Convertible Notes and Series 3 Convertible Notes) before the date of conversion of the Wroxby Notes;

¹⁴ Being the closing price of the Company's Shares on 22 May 2023.

- the Wroxby Notes are issued on 27 June 2023;
- all Wroxby Notes convert at the latest possible Maturity Date of 29 August 2025 and no Wroxby Notes are redeemed for cash;
- interest on the Wroxby Notes accrues in accordance with the Note Terms and is capitalised from the date of issue until maturity;
- the Conversion Price at the time of conversion of the Wroxby Notes is \$0.43, being the initial Conversion Price. The Conversion Price is subject to Adjustment Rules that may occur as a result of certain corporate actions undertaken by the Company during the term of the Notes, as set out in Annexure B to this Explanatory Memorandum; and
- Wroxby does not acquire a relevant interest in any additional Shares.

The total maximum number of Shares noted in the table above are calculated based on the listed assumptions. Importantly, if there is an adjustment to the Conversion Price of the Wroxby Notes in accordance with the Adjustment Rules, the number of Shares to be issued on conversion will increase and so will Wroxby's resulting maximum voting power.

As noted in paragraph 197 of the Independent Expert Report, assuming a Qualifying Offer is undertaken at A\$0.23 (resulting in the Conversion Price being adjusted to A\$0.2013), if Wroxby and AustralianSuper both elected to convert their respective Notes in full, Wroxby's voting power in the Company would increase from 39.3% to 41.4% and AustralianSuper's voting power in the Company would increase from 14.8% to 21.7%.¹⁵ The Independent Expert has therefore concluded that the issue of the Notes under the Proposed Transaction does not provide a materially increased level of control over the Company to either Wroxby or AustralianSuper relative to their existing respective ownership interests.

(f) Details of the terms of any other relevant agreement between the acquirer and the target entity or vendor (or any of their Associates) that is conditional on (or directly or indirectly depends on) members' approval of the Acquisition

There is no such other relevant agreement.

(g) Intentions of Wroxby regarding the future of the Company

Other than as disclosed elsewhere in this Explanatory Memorandum, Wroxby has confirmed to the Company that Wroxby:

- (i) has no present intention of making any significant changes to the business of the Company;
- (ii) has no present intention to inject further capital into the Company, unless requested by the Company in the future;
- (iii) has no present intention of making changes regarding the future employment of the present employees of the Company;
- (iv) has no present intention to redeploy any fixed assets of the Company;
- (v) has no present intention to transfer any property between the Company and themselves;

¹⁵ Based on current undiluted share capital of 1,211,480,407 Shares and assuming that the Notes are issued on 27 June 2023 and are immediately converted into Shares, the face value of the Notes at conversion is \$60 million, none of the Notes redeemed for cash, before the date of conversion of the Notes no further Equity Securities are issued, no Equity Securities convert into Shares and neither Investor acquires a relevant interest in any additional Shares.

- (vi) has no present intention to change the Company's existing policies in relation to financial matters or dividends; and
- (vii) has no present intention to change the Board.

The Company takes no responsibility for any omission from, or any error or false or misleading statement in this section 4.4(g) of the Explanatory Memorandum.

Wroxby does not make, or purport to make, any statement in this Explanatory Memorandum other than the statements in this section 4.4(g) of the Explanatory Memorandum attributed to it. To the maximum extent permitted by law, Wroxby expressly disclaims liability and takes no responsibility for any omission from, or any error or false or misleading statement in, any other part of this Explanatory Memorandum.

- (h) **The identity, associations (with Wroxby) and qualifications of any person who is intended to or will become a director if Shareholders agree to the Acquisition**

There are no board appointment rights under the Subscription Agreement with Wroxby.

4.5 Board Recommendation

All the Directors were available to make a recommendation. Mr Brian O'Donnell declines to make a recommendation about Resolutions 4 and 5 as he is a director of Australian Capital Equity Pty Limited which is associated with Wroxby, the Company's largest shareholder.

The Directors (in the absence of Mr O'Donnell) recommend that Shareholders vote in favour of Resolutions 4 and 5 for the reasons outlined in this Explanatory Memorandum, including section 4.4(b) in respect of the advantages and potential disadvantages of the Proposed Transactions in relation to Resolution 5. The Directors (in the absence of Mr O'Donnell) are not aware of any other information that would reasonably be required by the Shareholders to allow them to make a decision whether it is in the best interests of the Company to pass Resolutions 4 and 5.

GLOSSARY

\$ or A\$ means Australian dollars.

Acquisition means the acquisition by each Investor of a relevant interest in Shares issued on conversion of the Notes.

Adjustment Rules means the rules for adjustment of the Conversion Price of the Notes as set out in Annexure B to this Explanatory Memorandum.

Associate has the meaning given to that term in the Listing Rules.

ASX means ASX Limited ABN 98 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

AustralianSuper means AustralianSuper Pty Ltd as trustee for AustralianSuper (ABN 65 714 394 898).

AustralianSuper Notes means the convertible notes proposed to be issued by the Company to AustralianSuper under the convertible note subscription deed entered into between the Company and AustralianSuper dated 28 April 2023, the key terms and conditions of which are set out in Annexure A.

AWST means western standard time as recognised in Perth, Western Australia.

Board means the Directors.

Chair means the individual elected to chair any meeting of the Company from time to time.

Change of Control Event has the meaning given in Annexure A.

Company means BCI Minerals Limited ABN 21 120 646 924.

Constitution means the Company's constitution, as amended from time to time.

Conversion Price means, in relation to a Note, the initial conversion price of \$0.43 as adjusted in accordance with the Adjustment Rules.

Corporations Act means *Corporations Act 2001* (Cth).

Directors means the directors of the Company.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying this Notice.

Group means Company and its Associated Bodies Corporate and **Group Company** means

the Company or any of its Associated Bodies Corporate.

Independent Expert means PricewaterhouseCoopers Securities Ltd.

Independent Expert Report means the report prepared by the Independent Expert which is contained in Annexure C to this Explanatory Memorandum.

Investor means each of Wroxby and AustralianSuper and **Investors** means Wroxby and AustralianSuper collectively.

Listing Rules means the ASX Listing Rules.

Meeting means the General Meeting convened by the Notice.

Non-associated Shareholders has the meaning given in Appendix D of the Independent Expert Report.

Noteholder means the person in whose name a Note is registered.

Note Terms means the terms and conditions of the Notes, the key terms of which are summarised in Annexure A, and which includes the Adjustment Rules.

Notes means the AustralianSuper Notes and the Wroxby Notes.

Notice or **Notice of Meeting** means this Notice of General Meeting.

Proposed Transactions means the issues of the Notes by the Company and the Acquisition by each Investor.

Proxy Form means the proxy form accompanying the Notice by way of email where the Shareholder has elected to receive notices by email, or the personalised proxy form accompanying the postcard circulated by way of post where the Shareholder has not elected to receive notices by email.

Qualifying Offer has the meaning given in Annexure A.

Qualifying Offer Event has the meaning given in Annexure A.

relevant interest, in relation to securities, has the meaning given by sections 608 and 609 of the Corporations Act.

Resolution means a resolution contained in the Notice.

Series 1 Convertible Notes means the convertible notes issued by the Company to AustralianSuper on 24 December 2021, the

terms of which are set out in the Company's notice of its general meeting held on 20 December 2021.

Series 3 Convertible Notes means the convertible notes issued by the Company to AustralianSuper on 1 December 2022, the terms of which are set out in the Company's notice of its annual general meeting held on 24 November 2022.

Shareholder means a member of the Company from time to time.

Shares means fully paid ordinary shares in the capital of the Company.

Subscription Agreements means the convertible note subscription deeds between the Company and each Investor, each dated 28 April 2023, the key terms and conditions of which are set out in Annexure A.

voting power has the meaning given by section 610 of the Corporations Act.

Wroxby means Wroxby Pty Ltd ACN 061 621 921.

Wroxby Notes means the convertible notes proposed to be issued by the Company to AustralianSuper under the convertible note subscription deed between the Company and Wroxby dated 28 April 2023, the key terms and conditions of which are set out in Annexure A.

Annexure A – Summary of key terms of Subscription Agreements and Note Terms

Feature	Summary
Face Value	The total face value of the AustralianSuper Notes is A\$30 million. The total face value of the Wroxby Notes is A\$30 million. The initial face value of the Notes is A\$60 million in aggregate.
Term	The Maturity Date of the Notes is 29 February 2024, with an extension to 29 August 2024 if no Qualifying Offer Event (defined below) has occurred by 29 February 2024. Further extensions can be agreed between the parties provided such date is no later than 29 August 2025.
Status	<p>Prior to conversion, the Notes will rank equally with all other unsecured and unsubordinated debt obligations of the Company and confer rights on the Noteholder as an unsecured creditor of the Company. However, they do not confer on a Noteholder rights as a member of the Company or any right to attend or vote at general meetings of the Company.</p> <p>Any Shares issued on conversion of the Notes will rank equally with all other fully paid ordinary shares of the Company (see “Conversion” below).</p>
Conditions to issue	<p>The issue of the Notes to the Investors is subject to various customary conditions precedent, including:</p> <ul style="list-style-type: none"> (a) the Company obtaining all consents necessary for the creation and issue of the Notes and the issue of Shares on the Conversion of the Notes under any material agreements to which the Company is a party; and (b) in respect of each Investor, the members of the Company approving: <ul style="list-style-type: none"> (i) for the purposes of ASX Listing Rule 10.11, the issue of the Notes; and (ii) for the purposes of Item 7 of section 611 of the Corporations Act and all other purposes, the acquisition by the Investor of a relevant interest in Shares upon conversion of the Notes and the resulting increase in the Investor’s voting power.
Issue of Notes	The AustralianSuper Notes will be issued two business days after the Company announces Resolutions 2 and 3 have been passed. The Wroxby Notes will be issued two business days after the Company announces Resolutions 4 and 5 have been passed.
Break fee and establishment fee	Nil
Interest	Interest will accrue daily on the face value of the Notes at initially at 10.0% per annum, increasing to 13.0% per annum from 31 July 2023, and will be capitalised quarterly and added to the face value of the Notes. Alternatively, the Company may elect to make interest payments in cash (rather than have them be capitalised and added to the face value), or pay cumulative capitalised interest in cash immediately prior to the issue of

Feature	Summary
	Shares upon conversion following the exercise of a conversion right by an Investor.
Conversion at Noteholder's election	<p>Each Noteholder will have the right to convert the Notes into Shares by delivering a conversion notice to the Company in any of the following circumstances:</p> <ul style="list-style-type: none"> (a) at any time after issue and before the Maturity Date; (b) at any time following the occurrence of a Qualifying Offer Event (defined below); (c) at any time during the period of 20 business days immediately following the occurrence of a Change of Control Event (defined below); and (d) at any time when an Event of Default (defined below) is subsisting with respect to a Note.
Redemption at Noteholder's election	If an Event of Default (defined below) occurs, a Noteholder may require the Company to redeem its Notes for cash for the face value of the Notes and any accrued but unpaid interest that is payable on redemption.
Redemption at Company's option	<p>At any time prior to the Maturity Date, unless all of the Notes have already been converted, the Company may issue an optional call notice to a Noteholder specifying a date for redemption of some or all of the outstanding Notes which is at least 20 business days and no greater than 30 business days after giving notice to the Noteholder (Redemption Date).</p> <p>No later than the date which is 5 business days prior to the Redemption Date, the Noteholder may notify the Company that it elects (in its sole discretion) for the Notes to be converted into Shares.</p> <p>The Company may also redeem all Notes not already converted for the face value of the Notes and any accrued but unpaid interest that is payable on redemption if a Change of Control Event occurs, and the Noteholder has not made a conversion election within 20 business days of being notified of the Change of Control Event occurring.</p>
Mandatory redemption	To the extent that the Notes have not yet been converted on or before the Maturity Date, then the outstanding relevant Notes will be redeemed by the Company for cash for the face value of the Notes and any accrued but unpaid interest that is payable on redemption.
Conversion Price and adjustments	<p>Upon conversion of the Notes the subject of a conversion notice, the number of Shares to be issued to a Noteholder will be calculated on the following basis: Face Value / Conversion Price.</p> <p>The 'Face Value' in relation to the Notes the subject of a conversion notice is the initial face value of those Notes, as adjusted to reflect any accrued and capitalised interest.</p> <p>The Conversion Price is the initial conversion price of A\$0.43 adjusted for certain corporate actions of the Company in accordance with the</p>

Feature	Summary
	<p>Adjustment Rules set out in Annexure B. The Conversion Price may be adjusted multiple times if required by the Adjustment Rules.</p> <p>The total number of Shares to be issued on conversion of the Notes the subject of a conversion notice shall be rounded up to the nearest whole number.</p>
Event of Default	<p>Each of the following is an 'Event of Default' (whether or not it is in the control of the Company):</p> <ul style="list-style-type: none"> (a) the Company fails to pay any Face Value, interest or any other amount in full when required by the Note Terms, the note deed polls in respect of the Notes or the Subscription Agreements (Note Documents); (b) the Company fails to perform any one or more of its other obligations, or breaches any undertaking, under the Note Documents and that breach is either not capable of being rectified, or is not rectified to the satisfaction of the Noteholder within 10 business days of such breach or failure to perform; (c) any representation or statement made or deemed to be made by the Company under or in connection with the Note Documents is or proves to have been incorrect or misleading when made or deemed to be made; (d) any other present or future indebtedness of the Company or a member of the Company Group becomes (or becomes capable of being declared) due and payable prior to its stated maturity by reason of an event of default (however described), or any such indebtedness is not paid when due or, as the case may be, within any applicable grace period, and the aggregate amount of such indebtedness in respect of which one or more of such events has occurred equals or exceeds A\$5,000,000 (or its equivalent in other currencies); (e) an insolvency event occurs in relation to the Company or a member of the Company Group; (f) a distress, attachment, execution or other legal process is levied or enforced on or against any of the property, assets or revenues of the Company or any member of the Company Group which is not being promptly challenged in good faith and discharged, removed, stayed or paid within 15 days; (g) the Note Documents, or any transaction in connection with any of them, is or becomes (or is claimed to be) wholly or partly void, voidable or unenforceable or any Notes do not have (or are claimed not to have) the priority or status set out in the Terms and Conditions ("claimed" in this paragraph means claimed by the Company or any other member of the Company Group or anyone on behalf of any of them);

Feature	Summary
	<p>(h) any event, matter or circumstance has occurred or arisen which, if it were to occur, would result in, or would be likely to result in:</p> <p>(i) a material adverse effect on the financial position, operations, assets or liabilities of the Company Group; or</p> <p>(ii) a material adverse effect on the ability of the Company to carry out its obligations in respect of the Note Documents;</p> <p>(i) the Company ceases to be admitted to the official list of the ASX;</p> <p>(j) the Shares cease to be quoted on ASX or the Shares are suspended from trading for more than a total of 15 consecutive Trading Days in any 12 month period;</p> <p>(k) there is a fundamental and material change of the main business undertaking of the Company; or</p> <p>(l) it is or will become unlawful for the Company to perform or comply with any one or more of its obligations under any of the Note Documents.</p>
Undertakings	<p>The Company must comply with various customary undertakings for so long as any Notes are on issue, including in relation to the conduct of its business, non-disposal of material assets, not making material changes to its constitution and compliance with laws.</p> <p>For so long as any Notes remain outstanding and until the date that is 5 business days after a Change of Control Event (if any), the Company also undertakes to consult with the Noteholders prior to issuing any ordinary shares, equity securities or debt securities for the primary purpose of raising capital for the Company or entering into debt financing agreements (other than certain equity raisings and permitted debt facilities), however, the consent of the Noteholders is not required for any such transactions or agreements.</p>
Representations and warranties	<p>The Company gives customary representations and warranties including in relation to registration, power and capacity, solvency, authorisations, compliance with law, ranking, capital structure, accuracy of information and litigation (as applicable).</p>
Transfer of Notes	<p>A Noteholder may, at any time, without the consent of the Company, transfer all or some of its Notes to any of its affiliates, any entity or trust that is wholly-owned or controlled by the Noteholder or any of its affiliates (or, in the case of AustralianSuper only, to any replacement trustee or the trustee of any successor superannuation fund), and any custodian or replacement custodian of any of those persons, by any proper instrument of transfer.</p>
Change of Control Event	<p>A 'Change of Control Event' means:</p> <p>(a) the announcement of a takeover offer under which the bidder proposes to obtain a relevant interest in 50% or more of the Shares then on issue, and the bidder is either Wroxby (or a related party thereof) or any other third party bidder (excluding AustralianSuper</p>

Feature	Summary
	<p>or a related party or affiliate thereof), provided the third party bidder's bid is recommended by the Board; or</p> <p>(b) the announcement of a scheme of arrangement by the Company under which a third party would obtain a relevant interest in 50% or more of the Shares then on issue; or</p> <p>(c) the acquisition by any person at any time of (i) a relevant interest in 50% or more of the Shares then on issue or (ii) control or (iii) all or substantially all of the assets or business of the Company Group.</p>
Qualifying Offer	<p>In the event the Company undertakes a Qualifying Offer (defined below) prior to the Maturity Date, the Conversion Price shall be adjusted to be the lower of \$0.43 or the amount calculated by multiplying 0.875 by either:</p> <p>(a) the price at which any entitlement offer component of the Qualifying Offer is undertaken; or</p> <p>(b) if the above paragraph does not apply, the VWAP of Shares for the five trading days immediately following the announcement of the Qualifying Offer.</p> <p>A 'Qualifying Offer' means an issue of ordinary shares by the Company, or multiple issuances of ordinary shares occurring after the issue of the Notes, which:</p> <ul style="list-style-type: none"> • in aggregate raise at least A\$100,000,000; or • in aggregate raise between A\$50,000,000 and A\$100,000,000 and is deemed by the Investor (in its absolute discretion) to be a Qualifying Offer, <p>excluding any proceeds from the issue of the Notes, the Series 1 Convertible Notes or the Series 3 Convertible Notes.</p> <p>A 'Qualifying Offer Event' means the entry by the Company into a transaction or series of transactions which would, on completion, result in the occurrence of a Qualifying Offer.</p>
Adjustment Rules	<p>The adjustment rules applicable to the Notes are set out in Annexure B to this Explanatory Memorandum.</p>

Annexure B – Note Adjustment Rules

1 Definitions

Capital Distribution means any Non-Cash Dividend.

Cash Dividend means:

- (a) any Dividend which is to be paid or made in cash (in whatever currency); and
- (b) any Dividend determined to be a Cash Dividend pursuant to paragraph (a) of the definition of 'Dividend',

and for the avoidance of doubt, a Dividend falling within paragraph (c) or (d) of the definition of 'Dividend' shall be treated as being a Non-Cash Dividend.

Change of Control Event has the meaning given on page 33.

Company Group means the Company and each of its related bodies corporate (as that term is defined in the Corporations Act).

Conversion Right means a right of a Noteholder to convert a Note into a Share.

Current Market Price means, in respect of a Share at a particular time on a particular date, the average of the VWAP of one Share for the 30 consecutive Trading Days ending on the Trading Day immediately preceding such date, provided that:

- (a) if at any time during the said 30 Trading Days period the Shares shall have been quoted ex-dividend (or ex- any other entitlement) and during some other part of that period the Shares shall have been quoted cum-dividend (or cum- any other entitlement) then:
 - (i) if the Shares to be issued in such circumstances do not rank for the dividend (or entitlement) in question, the quotations on the dates on which the Shares shall have been quoted cum-dividend (or cum- any other entitlement) shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of that dividend (or entitlement) per Share as at the date of the first public announcement of such dividend (or entitlement); or
 - (ii) if the Shares to be issued in such circumstances rank for the dividend (or entitlement) in question, the quotations on the dates on which the Shares shall have been quoted ex-dividend (or ex- any other entitlement) shall for the purpose of this definition be deemed to be the amount thereof increased by such similar amount; and
- (b) if the Shares on each of the said 30 Trading Days have been quoted cum-dividend (or cum- any other entitlement) in respect of a dividend (or entitlement) which has been declared or announced but the Shares to be issued do not rank for that dividend (or entitlement), the quotations on each of such dates shall for the purpose of this definition be deemed to be the amount thereof reduced by an amount equal to the Fair Market Value of that dividend (or entitlement) per Share as at the date of the first public announcement of such dividend (or entitlement); and
- (c) if such closing prices are not available on each of the 30 Trading Days during the relevant period, then the arithmetic average of such closing prices which are available in the relevant period shall be used (subject to a minimum of two such closing prices); and
- (d) if only one or no such closing price is available in the relevant period, then the Current Market Price shall be determined in good faith by two Independent Financial Institutions.

Dividend means any dividend or distribution to Shareholders whether of cash, assets, or other property, and however described and whether payable out of profits, retained earnings or any other capital or revenue reserve or account, and including a distribution or payment to holders upon or in connection with a reduction of capital (and for these purposes a distribution of assets includes without limitation an issue of Shares or other securities credited as fully or partly paid up by way of capitalisation of profits or reserves), provided that:

- (a) where a Dividend in cash is announced which is to be, or may at the election of a Shareholder or Shareholders be satisfied by the issue or delivery of Shares or other property or assets, or where a capitalisation of profits or reserves is announced which is to be, or may at the election of a Shareholder or Shareholders be, satisfied by the payment of cash, then the Dividend in question shall be treated as a Cash Dividend of the greater of (i) such cash amount and (ii) the Current Market Price of such Shares or, as the case may be, Fair Market Value of such other property or assets (as at the date of the first public announcement of such Dividend or capitalisation (as the case may be) or if later, the date on which the number of Shares (or amount of property or assets, as the case may be) which may be issued or transferred and delivered is determined);
- (b) any issue of Shares falling within Rule 2.3 shall be disregarded;
- (c) a purchase or redemption or buy back of share capital of the Company or any other member of the Company Group shall not constitute a Dividend unless, in the case of a purchase or redemption or buy back of Shares by or on behalf of the Company or any other member of the Company Group, the price per Share (before expenses) on any one day (a "Specified Share Day") in respect of such purchases or redemptions or buy backs exceeds by more than 5% of the VWAP of the Shares on the five Trading Days immediately preceding the Specified Share Day or, where an announcement (excluding, for the avoidance of doubt for these purposes, any general authority for such purchases, redemptions or buy backs approved by a general meeting of Shareholders or any notice convening such a meeting of Shareholders) has been made of the intention to purchase, redeem or buy back Shares at some future date at a specified price, on the five Trading Days immediately preceding the date of such announcement, in which case such purchase, redemption or buy back shall be deemed to constitute a Dividend to the extent that the aggregate price paid (before expenses) in respect of such Shares purchased, redeemed or bought back by the Company or, as the case may be, any of other member of the Company Group exceeds the product of (i) 105% of the VWAP of the Shares and (ii) the number of Shares so purchased, redeemed or bought back; and
- (d) if the Company or any other member of the Company Group shall purchase, redeem or buy back any depositary or other receipts or certificates representing Shares, the provisions of paragraph (c) shall be applied in respect thereof in such manner and with such modifications (if any) as shall be determined in good faith by an Independent Financial Institution.

Effective Date means the first date on which the Shares are traded on the ASX ex-the relevant Dividend or in the case of a purchase, redemption or buy back of Shares or any depositary or other receipts or certificates representing Shares, the date on which such purchase, redemption or buy back is made.

Fair Market Value means, with respect to any assets, security, option, warrants or other right on any date, the fair market value of that asset, security, option, warrant or other right as determined by the Company (or, where the matter is referred to an Independent Financial Institution under the Note Terms, by that Independent Financial Institution), provided that:

- (a) the fair market value of a cash Dividend paid or to be paid per Share shall be the amount of such cash Dividend per Share determined as at the date of announcement of such Dividend; and

(b) where options, warrants or other rights are publicly traded in a market of adequate liquidity (as determined by such investment bank of international repute) the fair market value of such options, warrants or other rights shall equal the arithmetic mean of the daily closing prices of such options, warrants or other rights during the period of five Trading Days on the relevant market immediately prior to the date on which the Fair Market Value is to be determined and, if no such period is available, the period of five Trading Days on the relevant market commencing on the first such Trading Day such options, warrants or other rights are publicly traded.

Independent Financial Institution means an independent investment bank of international repute acting as an expert appointed by and at the expense of the Company for the purposes, and at the times, set out in these Rules.

Non-Cash Dividend means any Dividend which is not a Cash Dividend.

Qualifying Offer has the meaning given on page 34.

Qualifying Offer Event has the meaning given on page 34.

Relevant Cash Dividend has the meaning given in Rule 2.3.

Rule means an adjustment rule to the Conversion Price in this Annexure B.

Scrip Dividend has the meaning given in Rule 2.3.

Trading Day means a day on which the ASX is open for trading, provided that if no closing price is reported in respect of the relevant shares on the ASX for one or more consecutive trading days, such day or days will be disregarded in any relevant calculation and shall be deemed not to have existed when ascertaining any period of trading days.

VWAP means the arithmetic average of the daily volume weighted average sale price of the relevant shares sold on the ASX during the Trading Day (subject to excluding certain special trades, crossings, overseas trades and trades pursuant to exercise of options, and appropriate adjustments being made in respect of reconstructions, consolidations, divisions or reclassifications of such shares into a lesser or greater number of securities, other than a buyback or capital reduction, during the relevant period, and in respect of certain other market circumstances to adjust for market anomalies, such as suspensions of trading).

2 Rules

2.1 General

The parties acknowledge and agree that the operation of the Adjustment Rules in this Annexure are subject to compliance with all applicable laws and the ASX Listing Rules (including, where necessary any confirmation in respect of, or waiver of, the ASX Listing Rules).

The Company must use its best endeavours to obtain any confirmation or waiver from ASX as soon as practicable after this date of this document to give full effect to this Annexure.

The parties, acting reasonably and in good faith, will agree to any variations to this Annexure where required by ASX.

2.2 Consolidation, subdivision etc

If and whenever there is an alteration to the number of Shares on issue as a result of consolidation, subdivision or reclassification, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such alteration by the following fraction:

$$\frac{A}{B}$$

where:

- A is the number of Shares on issue immediately before such consolidation, subdivision or reclassification; and
- B is the number of issued Shares immediately after, and as a result of, such consolidation, subdivision or reclassification.

Such adjustment shall become effective on the date the consolidation, subdivision or reclassification takes effect.

2.3 Issue of Shares by way of capitalisation of profits or reserves

If and whenever the Company issues any Shares credited as fully paid to its Shareholders by way of capitalisation of profits or reserves including Shares paid up out of distributable profits or reserves (save where Shares are issued in lieu of the whole or any part of a specifically declared cash dividend (the “**Relevant Cash Dividend**”), being a dividend which the Shareholders concerned would or could otherwise have elected to receive (a “**Scrip Dividend**”)) and which would not have constituted a Capital Distribution, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the following fraction:

$$\frac{A}{B}$$

where:

- A is the aggregate number of Shares on issue immediately before such issue; and
- B is the aggregate number of Shares on issue immediately after such issue.

In the case of an issue of Shares by way of a Scrip Dividend where the Current Market Price of such Shares on the day before such Scrip Dividend is declared exceeds 105% of the amount of the Relevant Cash Dividend or the relevant part thereof and which would not have constituted a Capital Distribution, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before the issue of such Shares by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the aggregate number of issued Shares immediately before such issue;
- B is the aggregate number of Shares issued by way of such Scrip Dividend multiplied by a fraction of which (i) the numerator is the amount of the whole, or the relevant part, of the Relevant Cash Dividend and (ii) the denominator is the Current Market Price on the day before such Scrip Dividend is declared of the Shares issued by way of Scrip Dividend in respect of each existing Share in lieu of the whole, or the relevant part, of the Relevant Cash Dividend; and
- C is the aggregate number of Shares issued by way of such Scrip Dividend,

or by making such other adjustment as two Independent Financial Institutions shall certify to the Noteholder is fair and reasonable.

Such adjustment under this Rule 2.3 shall become effective on the date of issue of such Shares or if a record date is fixed therefore, immediately after such record date.

2.4 Capital Distribution

If and whenever the Company shall pay or make any Capital Distribution (except where the Conversion Price fails to be adjusted under Rule 2.3), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately prior to the Effective Date by the following fraction:

$$\frac{A - B}{A}$$

where:

- A is the Current Market Price of one Share on the last Trading Day preceding the Effective Date; and
- B is the portion of the Fair Market Value of the aggregate Capital Distribution attributable to one Share, with such portion being determined by dividing the Fair Market Value of the aggregate Capital Distribution by the number of Shares entitled to receive the relevant Capital Distribution (or, in the case of a purchase, redemption or buy-back of Shares or any depository or other receipts or certificates representing Shares by or on behalf of the Company or any other member of the Company Group, by the number of Shares in issue immediately following such purchase, redemption or buy back and treating as not being in issue any Shares or any Shares represented by depository or other receipts or certificates, purchased, redeemed or bought back).

Such adjustment shall become effective on the Effective Date, or if later, the first date upon which the Fair Market Value of the relevant Capital Distribution is capable of being determined as provided herein.

2.5 Discounted rights issues in respect of Shares or rights to acquire Shares

Except where the Conversion Price fails to be adjusted under Rule 2.3, if and whenever the Company shall issue Shares to all or substantially all Shareholders as a class by way of rights, or issue or grant to all or substantially all Shareholders as a class, by way of rights, of options, warrants or other rights to subscribe for or purchase or otherwise acquire any Shares, in each case at less than 95% of the Current Market Price per Share on the last Trading Day preceding the date of the announcement of the terms of such issue or grant, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the number of Shares on issue immediately before such announcement;
- B is the number of Shares which the aggregate amount (if any) payable for the Shares issued by way of rights or for the options or warrants or other rights issued by way of rights and for the total number of Shares comprised therein would purchase at such Current Market Price per Share; and
- C is the aggregate number of Shares issued or, as the case may be, comprised in the issue or grant.

Such adjustment shall become effective on the date of issue of such Shares or issue or grant of such options, warrants or other rights (as the case may be) or where a record date is set,

the first date on which the Shares are traded ex-rights, ex-options or ex-warrants (as the case may be).

2.6 Discounted rights issues in respect of other securities

If and whenever the Company shall issue any securities (other than Shares or options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares) to all or substantially all Shareholders as a class, by way of rights, or the grant to all or substantially all Shareholders as a class by way of rights, of any options, warrants or other rights to subscribe for, purchase or otherwise acquire, any securities (other than Shares or options, warrants or other rights to subscribe for, or purchase Shares or otherwise acquire Shares), the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue or grant by the following fraction:

$$\frac{A - B}{A}$$

where:

- A is the Current Market Price of one Share on the last Trading Day immediately preceding the date on which Shares are traded on ASX ex-rights, ex-options or ex-warrants (the 'ex-date'); and is the Current Market Price of one Share on the last Trading Day immediately preceding the date on which Shares are traded on ASX ex-rights, ex-options or ex-warrants (the 'ex-date'); and
- B is the Fair Market Value on the date immediately preceding the ex-date of the portion of the rights attributable to one Share.

Such adjustment shall become effective on the date of issue of the securities or grant of such rights, options or warrants (as the case may be) or where a record date is set, the first date on which Shares are traded ex-rights, ex-options or ex-warrants (as the case may be).

2.7 Issue of Shares or rights to acquire Shares at a discount (other than by way of rights)

If and whenever the Company shall issue (otherwise than as mentioned in Rules 2.5 or 2.11) any Shares (other than Shares issued on the exercise of Conversion Rights or on the exercise of any other rights of conversion into, or exchange or subscription for or purchase of, Shares) or shall issue or grant (otherwise than as mentioned in Rule 2.5) any options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares, in each case at a price per Share which is less than 95% of the Current Market Price on the last Trading Day preceding the date of announcement of the terms of such issue, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the following fraction:

$$\frac{A + B}{C}$$

where:

- A is the number of Shares in issue immediately before the issue of such additional Shares or the issue or grant of such options, warrants or other rights to subscribe for, purchase or otherwise acquire Shares;
- B is the number of Shares which the aggregate consideration (if any) receivable for the issue of such additional Shares, or for the Shares to be issued on exercise of such option, warrants or other rights to subscribe for Shares, would purchase at such Current Market Price per Share; and
- C is the number of Shares in issue immediately after the issue of such additional Shares or which would be in issue immediately after the exercise of such options, warrants or other rights to subscribe for Shares.

Provided that if at the time of issue or grant of any such options, warrants or rights (as used in this Rule 2.7, the “**Specified Date**”) such number of Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time (which may be when such rights of subscription are exercised or at such other time as may be provided) then for the purposes of this Rule 2.7, ‘C’ shall be determined by application of such formula or variable feature or as if the relevant event occurs or has occurred as at the Specified Date and as if such conversion, exchange, subscription or purchase had taken place on the Specified Date.

Such adjustment shall become effective on the date of issue of such additional Shares or, as the case may be, the grant of any such options, warrants or other rights.

2.8 Issue of convertible or exchangeable securities

Save in the case of an issue of securities arising from a conversion or exchange of other securities in accordance with the terms applicable to such securities themselves falling within the provisions of this Rule 2.8, in the event of the issue by the Company or any other member of the Company Group (otherwise than as mentioned in Rules 2.5, 2.6, 2.7 or 2.11) or (at the direction or request of or pursuant to any arrangements with the Company or any member of the Company Group) by any other company, person or entity of any securities which by their terms of issue carry rights of conversion into, or exchange or subscription for, Shares to be issued by the Company upon conversion, exchange or subscription at a consideration per Share which is less than 95% of the Current Market Price on the last Trading Day preceding the date of announcement of the terms of issue of such securities, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the number of Shares in issue immediately before such issue;
- B is the number of Shares which the aggregate consideration receivable by the Company for the Shares to be issued on conversion or exchange or on exercise of the right of subscription attached to such securities would purchase at such Current Market Price per Share; and
- C is the maximum number of Shares to be issued on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the initial conversion, exchange or subscription price or rate.

Provided that if at the time of issue of the relevant securities or date of grant of such rights (as used in this Rule 2.8, the “**Specified Date**”) such number of Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time (which may be when such securities are exchanged or rights of subscription are exercised or, as the case may be, such securities are re-designated or at such other time as may be provided) then for the purposes of this Rule 2.8, ‘C’ shall be determined by application of such formula or variable feature or as if the relevant event occurs or has occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition or, as the case may be, re-designation had taken place on the Specified Date.

Such adjustment shall become effective on the date of issue of such securities.

2.9 Modification of rights of convertible or exchangeable securities

In the event of any modification of the rights of conversion, exchange or subscription attaching to any such securities as are mentioned in Rule 2.8 (other than in accordance with the terms applicable to such securities) so that the consideration per Share (for the number of Shares

available on conversion, exchange or subscription following the modification) is less than 95% of the Current Market Price on the last Trading Day preceding the date of announcement of the proposals for such modification, the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such modification by the following fraction:

$$\frac{A + B}{A + C}$$

where:

- A is the number of Shares in issue immediately before such modification;
- B is the number of Shares which the aggregate consideration (if any) receivable by the Company for the Shares to be issued, or otherwise made available, on conversion or exchange or on exercise of the right of subscription attached to the securities, in each case so modified, would purchase at such Current Market Price per Share or, if lower, the existing conversion, exchange or subscription price of such securities; and
- C is the maximum number of Shares to be issued, or otherwise made available, on conversion or exchange of such securities or on the exercise of such rights of subscription attached thereto at the modified conversion, exchange, subscription or purchase price or rate but giving credit in such manner as an Independent Financial Institution considers appropriate (if at all) for any previous adjustment under this Rule 2.9 or Rule 2.8.

Provided that if at the time of issue of the relevant securities or date of grant of such rights (as used in this Rule 2.9, the “**Specified Date**”) such number of Shares is to be determined by reference to the application of a formula or other variable feature or the occurrence of any event at some subsequent time (which may be when such securities are exchanged or rights of subscription are exercised or, as the case may be, such securities are re-designated or at such other time as may be provided) then for the purposes of this Rule 2.9, ‘C’ shall be determined by application of such formula or variable feature or as if the relevant event occurs or has occurred as at the Specified Date and as if such conversion, exchange, subscription, purchase or acquisition or, as the case may be, re-designation had taken place on the Specified Date.

Such adjustment shall become effective on the date of modification of the rights of conversion, exchange or subscription attaching to such securities.

2.10 Issue of securities in connection with an offer by or on behalf of the Company

In the event of any issue, sale or distribution by or on behalf of the Company or any other member of the Company Group or (at the direction or request of or pursuant to any arrangements with the Company or any other member of the Company Group) any other company, person or entity of any securities in connection with an offer by or on behalf of the Company or any other member of the Company Group or such other company, person or entity pursuant to which offer the Shareholders generally are entitled to participate in arrangements whereby such securities may be acquired by them, then (except where the Conversion Price fails to be adjusted under Rules 2.5, 2.6, 2.7, 2.8 or 2.11) the Conversion Price shall be adjusted by multiplying the Conversion Price in force immediately before such issue by the following fraction:

$$\frac{A - B}{A}$$

where:

- A is the Current Market Price of one Share on the last Trading Day preceding the date on which such issue, sale or distribution is publicly announced; and

B is the Fair Market Value on the date of such announcement of the portion of the rights attributable to one Share.

Such adjustment shall become effective on the date of issue, sale or distribution of the securities.

2.11 Qualifying Offer

Notwithstanding any other provision of this Annexure, if the Company publicly announces or undertakes a Qualifying Offer, or a Qualifying Offer Event otherwise occurs, prior to the Maturity Date, the Conversion Price in force immediately before such Qualifying Offer shall be adjusted to be the lower of the initial Conversion Price (prior to any adjustment) or the amount calculated by multiplying 0.875 by either:

- (a) the price at which any entitlement offer component of the Qualifying Offer is undertaken; and
- (b) if paragraph (a) does not apply, the VWAP of the Shares for the five Trading Days immediately following the announcement of the Qualifying Offer.

Such adjustment to the Conversion Price shall become effective on the earlier of:

- (a) if a Noteholder has exercised a Conversion Right on account of a Qualifying Offer Event, the day immediately prior to the conversion date specified in the conversion notice; or
- (b) the last date on which securities are issued pursuant to the Qualifying Offer.

3 Change of Control

Upon any exercise of Conversion Rights under following a Change of Control Event, the Conversion Price (the “**Change of Control Conversion Price**”) shall be as determined pursuant to the following formula:

$$\text{COCCP} = \text{OCP} / (1 + (\text{CP} \times c/t))$$

where:

- COCCP means the Change of Control Conversion Price
- OCP means the Conversion Price in effect on the conversion date specified in the conversion notice, disregarding the application of this Rule 3
- CP means 87% (expressed as a fraction)
- c means the number of days from and including the date of the Change of Control Event to (but excluding) the Maturity Date in respect of the Notes
- t means the number of days from and including the date of issuance of the Notes to (but excluding) the Maturity Date of the Notes

4 Other adjustment events

If:

- (a) the rights of conversion, exchange, purchase or subscription attaching to any options, rights or warrants to subscribe for or purchase Shares or any securities convertible into or exchangeable for Shares or the rights carried by such securities to subscribe for or purchase Shares are modified (other than pursuant to, and as provided in, the existing terms and conditions of such options, rights, warrants or securities); or

- (b) one or more events or circumstances not referred to in any Adjustment Rules set out in Rule 2 or Rule 3 have occurred which have or would have an effect on the position of the Noteholder as a class compared with the position of the holders of Shares, taken as a class (including, without limitation, any demerger, spin-off or similar arrangement in respect of any business of the Company Group),

then, in any such case, the Company shall promptly:

- (i) notify the Noteholder in writing thereof;
- (ii) consult with an Independent Financial Institution, as to what adjustment, if any, should be made to the Conversion Price to preserve the value of the Conversion Rights; and
- (iii) make any such adjustment.

Annexure C – Independent Expert Report

pwc.com.au

Independent Expert's Report

BCI Minerals Limited

Prepared for the Directors of BCI Minerals Limited
in relation to the proposed issue of convertible notes

23 May 2023





The Directors
BCI Minerals Limited
Level 2, 1 Altona Street
WEST PERTH WA 6005

23 May 2023

Dear Directors

Proposed issue of convertible notes

Introduction

1. BCI Minerals Limited (BCI, you or the Company) is seeking shareholder approval in relation to the issue of \$30 million in convertible notes to AustralianSuper Pty Ltd as trustee for AustralianSuper (AustralianSuper) and \$30 million in convertible notes to Wroxby Pty Ltd (Wroxby) (together, the Notes) and to the issue of shares to AustralianSuper and Wroxby (the Noteholders) on potential future conversion of the Notes (the Proposed Transactions).
2. BCI is currently in the process of developing the Mardie Salt and Potash project (Mardie or the Project) following a final investment decision (FID) in October 2021. Mardie has experienced cost increases as development work has progressed and BCI has informed the market that the Project is now expected to cost significantly more than estimated at FID.
3. On 28 April 2023 BCI announced it had agreed to raise \$60 million in additional funds through the issue of the Notes to its major shareholders – Wroxby, a subsidiary of Australian Capital Equity Pty Ltd (ACE) which holds an approximate 39.3% shareholding interest in BCI and AustralianSuper, which holds an approximate 14.8% shareholding interest in BCI along with convertible notes which could provide it with up to a 31.25% shareholding interest in BCI on conversion.
4. The purpose of the Notes issue is to provide interim funding to allow development activities at the Project which are on the critical path to be maintained pending the completion of a design and cost review exercise and a subsequent capital raising process to provide the additional funding required to complete the Project development.
5. As the Proposed Transactions could, upon potential conversion of the Notes, give rise to Wroxby, as a greater than 20% shareholder, increasing its shareholding in BCI and AustralianSuper increasing its interest in the share capital of BCI above 20%, the Directors of BCI have sought an independent expert report to assist the shareholders of BCI who are not parties to the Proposed Transactions and not associated with the Noteholders (the Non-associated Shareholders) to assess the merits of the Proposed Transactions.



6. In accordance with the Convertible Note Subscription Deeds, PricewaterhouseCoopers Securities Ltd (PwC Securities) has been engaged to prepare an independent expert's report setting out whether, in its opinion, the Proposed Transactions are in the best interests of, and is fair and reasonable to, the Non-associated Shareholders.
7. In preparing our report, we have had regard to the Corporations Act 2001 (Cth) (the Corporations Act) and Australian Securities and Investment Commission (ASIC) Regulatory Guide 111 (RG111) *Content of expert reports* which requires the independent expert to set out whether, in its opinion, the Proposed Transactions are fair and reasonable to the Non-associated Shareholders and to state reasons for that opinion.
8. Where a potential issue of shares is approved under item 7 of section 611 which would otherwise be prohibited under section 606 of the Corporations Act and the effect on the company shareholding is comparable to a takeover bid, RG 111 states that the transaction should be considered as if it were a takeover bid. Therefore, due to the potential for Wroxby and AustralianSuper to increase their respective interests in BCI (upon the potential future conversion of the Notes), we have evaluated the Proposed Transactions in a similar manner to that of a takeover bid and formed an opinion as to whether the Proposed Transactions are "fair and reasonable".
9. In accordance with the requirements of the Convertible Note Subscription Deeds, we have also considered whether the Proposed Transactions are therefore in the best interests of the Non-associated Shareholders of the Company.
10. This letter contains a summary of the opinion and main conclusions of PwC Securities and should be read in conjunction with the full independent expert's report which follows. Our independent expert report will accompany the Notice of General Meeting (the Notice of Meeting) to be sent to shareholders on, or about 26 May 2023.

Summary of Opinion

The Proposed Transactions are Not Fair but Reasonable

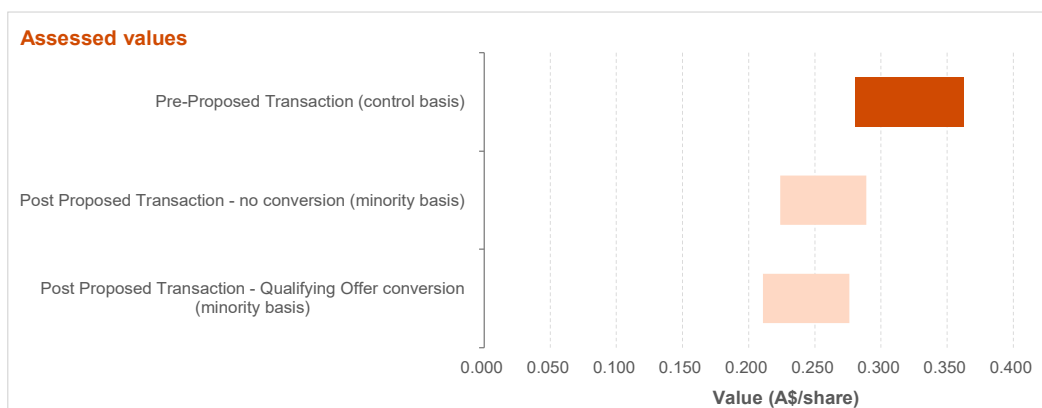
11. Our assessment of the Proposed Transactions has been undertaken in accordance with the principles set out in ASIC RG111. The reasons for our opinion are set out below and should be read in conjunction with our detailed report which sets out our scope and findings.

The Proposed Transactions are not fair

12. In accordance with the requirement under RG 111 to assess the Proposed Transactions as if it were a takeover bid, to assess the fairness of the Proposed Transactions we have considered the value of a share in BCI prior to the Proposed Transactions on a controlling interest basis and compared this to the assessed value of a share in BCI on a minority interest basis immediately post the Proposed Transactions.
13. We have assessed the pro forma value of a share in BCI immediately post the Proposed Transactions (on a minority interest basis) under three scenarios



- full conversion of the Notes at \$0.43
 - full conversion of the Notes at a 12.5% discount to the share price, and
 - the Notes are not converted.
14. We have assessed the fair market value of a share in BCI (on a controlling interest basis) as at the date of this report to be in a range from \$0.281 to \$0.363 with a preferred (midpoint) value of \$0.322.
 15. We have assessed the potential value of a share in BCI post the Proposed Transactions (on a minority interest basis) assuming that the Notes are not converted, although reflecting the option value associated with the conversion terms, to be in a range from \$0.224 to \$0.289 with a preferred (midpoint) value of \$0.256.
 16. We have also assessed the potential value of a share in BCI post the Proposed Transactions (on a minority interest basis) assuming that the Notes are converted at a discount to the share price, reflecting conversion in the event of a Qualifying Offer, to be in a range from \$0.211 to \$0.276 with a preferred (midpoint) value of \$0.244.



Note: Assuming the full conversion of the Notes, the post Proposed Transactions value of a BCI share, on a minority interest basis, increases to a range from \$0.237 to \$0.296 with a preferred (midpoint) value of \$0.266 albeit this assumes conversion of the Notes when they are out of the money.

17. On the basis that the assessed value of a share in BCI prior to the Proposed Transactions on a controlling interest basis is greater than our assessed value for a fully paid ordinary share in BCI post the Proposed Transactions on a minority interest basis, we consider that the Proposed Transactions are not fair.

The Proposed Transactions are reasonable

18. In accordance with RG111.12, if an offer is considered to be fair it is also considered to be reasonable. However, an offer may also be considered to be reasonable, if despite not being considered fair, the independent expert considers that there are sufficient reasons for the relevant security holders to accept the offer, in the absence of a superior proposal.



19. We consider the Proposed Transactions to be reasonable for the following reasons.

The Proposed Transactions provide BCI with the ability to maintain progress on Mardie which will preserve value for all shareholders pending the update to the project budget and subsequent fundraising

20. The Mardie Project development has experienced cost increases and a design and cost review is currently being completed. BCI is in discussions with potential providers of additional funding and once the design and cost review is completed and the additional funding requirement has been determined, additional debt and equity funding will be sought.
21. In the meantime, BCI has identified an interim funding requirement of \$60 million in order to maintain progress on Mardie and to ensure that critical path activities can be maintained which will help meet the overall Project timetable. Provision of this interim funding will also avoid additional costs associated with demobilisation and remobilisation of contractors and help secure contractor availability.
22. Therefore, the provision of funding under the Proposed Transactions will help to preserve Project value which will benefit all BCI shareholders.

The terms of the Notes imply a cost of finance which is considered to be reasonable relative to the associated opportunity cost in the form of Project delay and additional cost increases

23. Allowing for the option value associated with the conversion terms, the Notes imply an overall cost of finance of approximately 13.2% on an unsecured basis assuming a maturity date of February 2024 (increasing to 13.4% assuming a maturity date of August 2024).
24. The implied cost of finance increases when allowance is made for potential conversion at a 12.5% discount to the Qualifying Offer share price.
25. This is higher than the cost of debt finance that would typically apply to this type of project and reflects the prevailing risk associated with the Project development cost estimation and required funding arrangements which are still to be finalised.
26. However, having regard to the overall project scale (FID capital cost estimate as at November 2021 of \$1,001 million), the potential impact on Project value of delay and additional cost overruns in the absence of the interim funding provided as a result of the Proposed Transactions is likely to significantly exceed the implied financing cost associated with the \$60 million Notes issue.

Most cost-effective option to access short term funding

27. BCI considered various alternatives in order to meet its interim funding requirements and considered the proposed \$60 million Notes issue to be the most cost-effective option.
28. While a rights issue was considered, based on the current share price, this would result in capital being raised at a significant discount to the price at which previous equity raises have taken place.



29. A broader equity raising process is likely to occur once the design and cost review has been completed and debt funding arrangements are finalised. A discounted rights issue at this point in time, taking place before the cost review and associated fundraising activities have been completed and the consequential de-risking of Project development, could negatively impact on the broader fundraising process, further diluting shareholders.

Wroxby and AustralianSuper's interests in BCI may not increase significantly if they exercise their right to convert the Notes into shares in BCI

30. Based on a conversion price of \$0.43, if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 40.4% and AustralianSuper's interest in BCI would increase from 14.8% to 18.4%.
31. Assuming a Qualifying Offer conversion price of \$0.201 (reflecting a 12.5% discount to the 28 April 2023 share price of \$0.23), if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 41.4% and AustralianSuper's interest in BCI would increase from 14.8% to 21.7%.
32. In the event that AustralianSuper also exercises its Series 1 and Series 3 Convertible Notes once they become capable of conversion, AustralianSuper's interest in BCI would increase to 29.2% (or 31.2% under the Qualifying Offer Scenario) and Wroxby's interest in BCI would reduce to 35.0% (36.4% under the Qualifying Offer Scenario) assuming a Notes conversion price of \$0.43 (\$0.201 under the Qualifying Offer Scenario).
33. Therefore, the issue of the Notes under the Proposed Transactions do not provide a materially increased level of control over BCI to either Wroxby or AustralianSuper relative to their existing respective ownership interests.
34. The percentage interest earned by Noteholders on conversion will be greater in the event of a Qualifying Offer below the current share price and / or in the event that Notes are issued to or converted by one, but not both, Noteholders.

The key terms of the Notes have been negotiated between BCI, AustralianSuper and Wroxby on an arm's length basis

35. The negotiations were conducted over a number of weeks before final terms were agreed, subject to Board approvals. BCI negotiated separately with AustralianSuper and Wroxby throughout the process. No party was compelled to accept the proposed terms under any position of duress therefore the agreed terms of the Notes are considered to be reflective of available market rates of return.

The key terms of the Notes are broadly in line with the terms of recent convertible note issues by comparable companies

36. In assessing the key terms of the Notes, we considered recent convertible notes issued by companies with similar stage resource assets. A direct comparison of the terms attached to the Notes to the terms of convertible notes which have been issued by other companies is somewhat



limited due to the convertible nature of the notes and the relative prospects and associated risks relating to the issuer companies (and associated projects).

37. When compared to other convertible notes issued by resource companies listed on the Australian Securities Exchange (ASX) over the past twelve months with similar stage assets our analysis indicates that the terms are in broad alignment. However, we note that the most of the other recent convertible notes have been issued by smaller companies relative to BCI for the purposes of providing funding for feasibility studies, project development and working capital which may limit the comparability somewhat.

The Notes are convertible into shares in BCI at an exercise price of \$0.43 per share, being a 65% premium and an 83% premium to the 90 trading day and 30 trading day volume weighted average price (VWAP) of BCI, respectively

38. In the absence of a Qualifying Offer, the fixed conversion price attached to the Notes is \$0.43 per share which reflects a 65% premium and an 83% premium when compared to the 90 trading day and 30 trading day VWAP of BCI at 28 April 2023. The existence of a premium above the recent traded price of BCI shares is of benefit to the Non-associated Shareholders.
39. We also note that any decision to convert the Notes is only likely to be made if the share price of BCI is above the exercise price attached to the Notes, being above \$0.43 per share. In this event, all BCI shareholders would be considered to have benefited from the increase in the share price. Further, we note that if the Notes are converted, the debt associated with the Notes is consequently extinguished and the level of gearing will decrease.

If the Proposed Transactions are not approved, the BCI share price may be adversely impacted

40. The BCI share price traded as high as \$0.25 on 1 May, the first trading day following the announcement of the Proposed Transactions, up from the previous closing price of \$0.23 prior to the announcement of the Proposed Transactions.
41. In the event that the Proposed Transactions are not approved, we consider that the share price of BCI could be adversely impacted, having regard to the perceived ability of BCI to be able to complete the development of Mardie without unnecessary delays and associated cost increases.

Ability for BCI to redeem the Notes and seek alternate financing

42. In the event that circumstances change, funds may be raised by BCI at a lower cost to existing shareholders either through the increased ability to secure conventional debt funding or through being able to issue equity at a higher share price (and / or lower cost) than is currently possible. In such an event the Company can elect to redeem the Notes from the issuance date of the Notes, subject to certain conditions.

We have also considered the potential disadvantages to the Non-associated Shareholders if the Proposed Transactions are approved but consider that the benefits to the Non-associated Shareholders outweigh the potential disadvantages.

43. A summary of the potential disadvantages considered includes the following:



- The potential increased shareholding of AustralianSuper and Wroxby (if the Notes are converted) may be deemed to result in increased influence without a control premium having been paid, particularly the lower the Qualifying Offer issue price and therefore the greater the number of shares issued on conversion
 - The issue of the Notes increases the amount of leverage in the business including Project financing, the cost of which will need to be funded
 - Existing shareholders' interests will be diluted upon potential conversion of the Notes, albeit in the event of conversion at the fixed price of \$0.43 will mean the share price has increased considerably from the current traded share price
 - The issue of Notes provides option value to the AustralianSuper and Wroxby which reduces equity value to the Non-associated Shareholders, and
 - There is no opportunity for any shareholders other than Wroxby and AustralianSuper to participate in the Proposed Transactions.
44. After consideration of these factors, in our opinion the advantages of the Proposed Transactions outweigh the disadvantages. Therefore, despite not being considered fair, we consider that the Proposed Transactions are reasonable on the basis that there are sufficient reasons for the Non-associated Shareholders to vote in favour of the Proposed Transactions.
45. On the basis that we consider the Proposed Transactions to be not fair but reasonable, we consider that the Proposed Transactions are in the best interests of Non-associated Shareholders.
46. It is important to note that we have formed our opinion based on an assessment of the Proposed Transactions in total, reflecting the issue of the Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages (eg provision of required interim funding) and increases the disadvantages (eg increased shareholding interest and therefore influence without a control premium being paid) which may not be in the best interests of Non-associated Shareholders.

Other matters

47. In preparing this independent expert's report we have considered relevant regulatory guides issued by ASIC, with particular reference to RG111, RG112 *Independence of experts* and Australian Professional and Ethical Standard (APES) 225 *Valuation Services*.
48. The decision to accept or not to vote in favour of the Proposed Transactions is a matter for individual shareholders based on each shareholder's view as to value, their expectations about future market conditions and their particular circumstances including risk profile, liquidity preference, investment strategy, portfolio structure and tax position. In particular, taxation consequences may vary from shareholder to shareholder. If in any doubt as to the action they should take in relation to the Proposed Transactions, shareholders may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist in this assessment.



49. This independent expert's report has been prepared solely for the benefit of the Directors of BCI and for the benefit of the Non-associated Shareholders. Neither PwC Securities nor its employees, officers and agents undertake responsibility to any person, other than the Directors of BCI or the Non-associated Shareholders, in respect of the independent expert's report, including any errors or omissions howsoever caused.
50. BCI has indemnified PwC Securities, PwC and its employees, officers and agents against any claim, liability, loss or expense, cost or damage, including legal costs on a solicitor client basis, arising out of reliance on any information or documentation provided by BCI, which is false and misleading or omits any material particulars or arising from a failure to supply relevant documentation or information.
51. Our assessment was completed using available information as at 8 May 2023. We have reviewed publicly available information subsequent to 8 May 2023 to the date of this letter and do not consider this to alter our opinion presented above.
52. A draft of this report (excluding our consideration of the merits of the Proposed Transactions) was provided to the Directors of BCI for factual checking on 9 May 2023 and a final draft (excluding our consideration of the merits of the Proposed Transaction) was provided to BCI on 11 May 2023. No changes to our opinion arose as a result of these reviews.

This letter must be read in conjunction with the remainder of this independent expert's report, including the appendices attached.

Yours faithfully

A handwritten signature in black ink that reads 'Paul Hennessy' in a cursive script.

Paul Hennessy
Authorised Representative
PricewaterhouseCoopers Securities Ltd

A handwritten signature in black ink that reads 'Richard Stewart' in a cursive script.

Richard Stewart
Authorised Representative
PricewaterhouseCoopers Securities Ltd

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1 Overview of the Proposed Transactions

Overview of the Proposed Transactions

53. On 28 April 2023, BCI announced that it had entered agreements with its two largest shareholders, AustralianSuper and Wroxby, to secure \$60 million in funding through a convertible note issue, being the proposed Transactions.
54. BCI has agreed to put the Proposed Transactions to the Non-associated Shareholders and the Directors of BCI have unanimously recommended that Non-associated Shareholders vote in favour of the Proposed Transactions (except where a director is an Associate or representative of Wroxby or AustralianSuper in which case they have not made a recommendation in relation to the resolutions which relate to their respective associated entity).
55. The Directors of BCI have engaged PwC Securities to prepare an independent expert's report setting out whether, in its opinion, the Proposed Transactions are fair and reasonable to, and therefore in the best interests of, the Non-associated Shareholders and to state reasons for that opinion.

Use of Funds

56. The funds will provide BCI with capital to maintain activities which are on the critical path for development of the Mardie Project while the design and cost review is being completed and discussions with potential providers of additional funding are progressed.

Terms of the Notes

57. Details of the Notes are provided in the Notice of Meeting with key terms are summarised below:
 - **Face Value** – The Notes to be issued to Wroxby and AustralianSuper will each have a face value of \$30 million for a total raising of \$60 million
 - **Issue Date** – The Notes are anticipated to be drawn down two business days after approval of the issue by the Non-associated Shareholders
 - **Maturity Date** – 29 February 2024 with an extension to 29 August 2024 if no Qualifying Offer has occurred by 29 February 2024. A Qualifying Offer is a share capital raising of at least \$100 million. A share capital raising of between \$50 million and \$100 million may also be deemed by a Noteholder to be a Qualifying Offer. The maturity date may be extended further by mutual agreement between BCI and Noteholders to no later than 29 August 2025
 - **Coupon** – 10% per annum accruing daily and payable quarterly in arrears increasing to 13% per annum from 31 July 2023
 - **Conversion price** – \$0.43 being a 87% premium to the closing price on 27 April 2023, the last trading day prior to the announcement of the Proposed Transactions. In the event of a Qualifying Offer, the Notes may be converted at a 12.5% discount to the Qualifying Offer share issue price
 - **Conversion rights** – From the date of issuance until maturity, on the occurrence of a Qualifying Offer, on the announcement of a change of control event or in the event of default
 - **Issuer redemption** – BCI may redeem the Notes at any time after the issuance date
 - **Maturity** -mandatory redemption occurs at the Maturity Date.

2 Scope of independent expert's report

Scope of independent expert's report

58. As the Proposed Transactions may give rise to Wroxby, which has a greater than 20% interest in the share capital of BCI, increasing its interest, and AustralianSuper increasing its interest in the share capital of BCI to a greater than a 20% interest, the Directors of BCI have sought an independent expert report to assist the Non-associated Shareholders to assess the merits of the Proposed Transactions and provide an opinion as to whether the Proposed Transactions are considered fair and reasonable to the Non-associated Shareholders..
59. It is also a requirement of the Convertible Note Subscription Deeds that, in respect of the requirement for BCI to obtain its shareholders' approval under ASX Listing Rule 10.11 and item 7 of section 611 of the Corporations Act, it should appoint an independent expert to prepare an independent expert report to be dispatched with the Notice of Meeting stating whether in the independent expert's opinion, the relevant issue and / or conversion of Notes is in the best interests of, and is fair and reasonable to, the Non-associated Shareholders.

Issue of shares pursuant to item 7 of section 611 of the Corporations Act which would otherwise be prohibited under section 606

60. Section 606 of the Corporations Act prohibits a person acquiring a relevant shareholding in a listed company if, as a result of the acquisition, that person's (or their associates) voting power in the company increases from 20% or below, to more than 20%, or from a starting point that is above 20% and below 90%.
61. There are various exceptions to the prohibition in section 606 of the Corporations Act. Item 7 of section 611 of the Corporations Act provides an exemption where the acquisition is approved by a resolution passed at a general meeting of the company before the acquisition is made. The parties involved in the acquisition and their Associates are not able to cast a vote on the applicable resolution(s).
62. As at the date of this report, Wroxby holds approximately 476.3 million shares in BCI being approximately a 39.3% interest and AustralianSuper holds approximately 178.8 million shares being approximately a 14.8% interest, based on approximately 1,211.5 million shares currently on issue.
63. AustralianSuper also holds approximately 46.7 million Series 1 Convertible Notes and approximately 160.4 million Series 3 Convertible Notes. The Series 1 and Series 3 Convertible Notes have a conversion price of \$0.6235.
64. Wroxby's and AustralianSuper's increased voting power in the Company which may arise from the issue and subsequent conversion of the Notes is subject to whether Wroxby and AustralianSuper decide to convert some or all of the Notes or the Company elects to redeem some or all of the Notes.
65. Based on a conversion price of \$0.43, if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 40.4% and AustralianSuper's interest in BCI would increase from 14.8% to 18.4%. In the event that AustralianSuper also exercises its Series 1 and Series 3 Convertible Notes, its interest in BCI would increase to 29.2% and Wroxby's interest in BCI would reduce to 35.0% (assuming no other shares are issued).
66. Assuming a Qualifying Offer conversion price of \$0.201 (reflecting a 12.5% discount to the 28 April 2023 share price of \$0.23), if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 41.4% and AustralianSuper's interest in BCI would increase from 14.8% to 21.7%. In the event that AustralianSuper also exercises its Series 1 and Series 3 Convertible Notes, its interest in BCI would increase to 31.2% and

Wroxby's interest in BCI would be reduced to 36.4%. The number of shares issued at conversion will increase in the event that the Qualifying Offer issue prices is lower and vice versa.

67. This report assesses whether the issue of shares to Wroxby on potential conversion of the Notes which could result in Wroxby increasing its voting interest in BCI from the current level of 39.3% and whether the issue of shares to AustralianSuper on potential conversion of the Notes which could result in AustralianSuper increasing its voting interest in BCI from the current level of 14.8% is fair and reasonable to the Non-associated Shareholders.

Our approach

68. We have prepared this independent expert's report for the purpose of stating, in our opinion, whether or not the Proposed Transactions are considered fair and reasonable to the Non-associated Shareholders, and to set out our reasons for that opinion. This report has been prepared in accordance with the Corporations Act and ASIC RG111.
69. RG111 discusses the separate concepts of "fair" and "reasonable" to be applied by an independent expert assessing an offer. An offer is regarded as "fair" if the value of the offer price or consideration is equal to or greater than the value of the securities the subject of the offer. An offer is "reasonable" if it is "fair" or despite not being "fair", but after considering other significant factors, shareholders should accept the offer in the absence of any higher bid before the close of the offer.
70. RG111.11 requires that the assessment of fairness of a control transaction assumes 100% ownership of the target, irrespective of whether the consideration is made by way of scrip or cash, and therefore reflects ASIC's underlying philosophy that the premium for control of a company subject to a takeover be shared by all members of that company.
71. Accordingly, our assessment of the value of BCI's ordinary shares prior to the Proposed Transactions is assessed on a controlling interest basis and our assessment of the value of BCI's ordinary shares immediately post the Proposed Transactions is on a minority interest basis.
72. In assessing fairness, we use the following definition of fair market value:
"the price which would reasonably be negotiated by an informed, willing but not anxious purchaser and an informed, willing but not anxious seller acting at arm's length and within a reasonable timeframe".
73. In evaluating the reasonableness of the Proposed Transactions, we have considered whether the advantages afforded to the Non-associated Shareholders in approving the Proposed Transactions outweigh the potential disadvantages, the likelihood of an alternate funding proposal on better terms being received by the Company and the likely position of shareholders if the Proposed Transactions are rejected.
74. In accordance with the Convertible Note Subscription Deeds, we have also provided our opinion as to whether, based on conclusions on the fairness and reasonableness of the Proposed Transactions, the Proposed Transactions are in the best interests of the Non-associated Shareholders.

Sources of information

75. In preparing this report, we have used and relied on the information set out in Appendix B and representations made by BCI.
76. We have conducted checks, enquiries and analyses of the information provided to us which we regard as appropriate for the purposes of this report. Based on these procedures, we believe that the information used as the basis for forming the opinions in this report is accurate, complete and not misleading and we have no reason to believe that material information relevant to our report has been withheld by BCI. Whilst our work has involved an analysis of financial information and accounting records, it does not constitute an audit or review of BCI in accordance with Australian Auditing Standards, and accordingly no such assurance is given in this report.

77. The achievement of prospective financial information prepared by BCI has been relied on by PwC Securities for the purposes of our assessment of the Proposed Transactions and is not warranted or guaranteed by us. This information is based on predictions of future events, many of which are outside the control of management, and is therefore inherently uncertain. Actual results and outcomes may differ materially from the forward looking information provided to us and reflected in this report.
78. Our assessment has been made as at the date of our report. Economic conditions, market factors and changes in exploration or development potential may result in the report becoming outdated. We reserve the right to review our assessments and, if we consider it necessary, to issue an addendum to our report, in the light of any relevant material information which subsequently becomes known to us prior to the closure of the Proposed Transactions.
79. All value amounts in the report are denominated in Australian dollars (\$) unless otherwise stated. Financial tables may be subject to rounding.
80. We have provided a draft copy of this independent expert's report to the Directors of BCI for their comments as to factual accuracy, as opposed to opinions, which are our responsibility alone. The review by Directors has not caused us to change our methodology or conclusions herein.

General advice

81. In preparing this report, we have considered the interests of the Non-associated Shareholders taken as a whole. This report contains only general financial product advice and does not consider the personal objectives, financial situation or needs of individual shareholders. An individual's decision in relation to accepting or not accepting the Proposed Transactions may be impacted by the individual's particular circumstances and shareholders may wish to obtain personal financial product advice from their financial adviser.

Scope exclusions

82. This report has been prepared solely for the purpose of assisting the Non-associated Shareholders to consider whether or not to approve the Proposed Transactions. This report has not been prepared to provide information to parties considering the purchase or sale of securities in BCI. Accordingly, we do not assume any responsibility or liability for any losses suffered as a result of the use of this report contrary to the provisions of this paragraph.

3 Overview of BCI

Profile of BCI

83. BCI was originally known as BC Iron Limited and was established in 2006. Based in Perth, Western Australia (WA), BCI is an ASX listed mineral resources company which historically focused on the development and exploration of iron ore assets and is now developing a salt and sulphate of potash (SOP) project (being the Mardie Project). BCI's primary objective is to develop its 100% owned Mardie Project into a sustainable long term supplier of salt and potash to global markets while maintaining a diversity of assets through iron ore royalty holdings and shareholdings in Agrimin Limited (Agrimin) and Highfield Resources Limited (Highfield Resources).

Company history

84. We have summarised the key events in BCI's history, since listing on the ASX, in the table below:

Date	Event
2006	<ul style="list-style-type: none"> BC Iron Limited listed on the ASX
2008	<ul style="list-style-type: none"> Committed to the commencement of a Feasibility Study for the Nullagine Project
2009	<ul style="list-style-type: none"> Formally entered into a joint venture with Fortescue Metal Group (FMG) subsidiary, The Pilbara Infrastructure Pty Ltd (TPI), to become the Nullagine Joint Venture (Nullagine JV) Trial mining at the Nullagine Project commenced
2010	<ul style="list-style-type: none"> Entered into a Native Title Mining Agreement with the Palyku Native Title Claim Group for the granting of the Mining Lease for the Nullagine Project Nullagine Project infrastructure construction commenced
2012	<ul style="list-style-type: none"> Strategic alliance formed with Cleveland Mining Company Ltd (CDG) for new iron ore projects in Brazil BC Iron increased its Nullagine JV participation to 75%
2013	<ul style="list-style-type: none"> Signed two memorandums of understanding (MOUs) with CDG to earn the rights to acquire up to 80% of three separate iron ore exploration projects in Brazil
2014	<ul style="list-style-type: none"> Successful off-market takeover of Iron Ore Holdings Ltd (IOH), acquiring iron ore assets including Iron Valley, the Buckland iron ore development project and also acquired future rights to royalties on other tenements including the Extension Hill deposit. BC Iron also acquired Mardie through this transaction Iron Valley is operated by Mineral Resources Limited (MRL) on a royalty-based arrangement
2016	<ul style="list-style-type: none"> Sold its 75% interest in the Nullagine JV to FMG in exchange for future a future royalty stream
2017	<ul style="list-style-type: none"> Entered into a joint venture agreement with Kalium Lakes Limited (Kalium) over Kalium's 100% owned Carnegie Potash Project - a SOP development in Australia Scoping study on Mardie completed Acquired Kumina iron ore tenements in the West Pilbara from Mineralogy Pty Ltd In late 2017, the Company was renamed BCI Minerals to reflect its evolving asset portfolio and the history of BC Iron

Date	Event
2018	<ul style="list-style-type: none"> Signed MOU with Sinosteel Australia Pty Ltd for the development of BCI's 100%-owned Buckland Project Formal divestment process of iron ore asset portfolio commenced Sale of the Kumina Iron Ore Project to MRL for cash consideration and contingent, deferred consideration
2019	<ul style="list-style-type: none"> NAIF completed its strategic assessment of Mardie and moved to the due diligence phase of the NAIF assessment process
2020	<ul style="list-style-type: none"> A series of arrangements were agreed upon with MRL, including: <ul style="list-style-type: none"> Sale of the Buckland Project for a combination of cash consideration, deferred contingent consideration and revenue royalties on iron ore mined from Bungaroo South Amendment to Iron Valley agreement to share additional capital costs with MRL to improve the longevity of the mine Partial early payment of the deferred contingent consideration relating to the Kumina transaction Secured rights to a new tenement area adjacent to Mardie from Leichhardt Industrials Pty Ltd Mardie granted Major Project Status by the Australian Government Retail entitlement offer closed, raising equity of \$48 million Received approval of a \$450 million loan facility from the NAIF with a 15-year tenor for the Mardie Project
2021	<ul style="list-style-type: none"> Mardie Project receives favourable Environmental Protection Authority (EPA) recommendation Additional \$290 million of debt funding secured for Mardie through increase in the NAIF loan facility to \$490m, Export Finance Australia \$110 million facility agreement and two leading commercial banks providing a \$140m loan facility \$360 million equity raise launched <ul style="list-style-type: none"> \$240 million raise through institutional equity raising \$20 million raised through BCI Share Purchase Plan (SPP) \$100 million agreement to be able to issue Series 2 and Series 3 convertible notes to AustralianSuper (Series 1 convertible notes funded BCI's purchase of AustralianSuper's shareholdings in Agrimin (15% interest) and Highfield Resources (7% interest)) BCI approves FID for Mardie Received WA Ministerial approval for Mardie Port of Cape Preston West Indigenous Land Use Agreement executed Pilbara Ports Authority (PPA) provided approval notice of Development Application for Mardie port facilities
2022	<ul style="list-style-type: none"> Mining Leases for Mardie granted by the Department of Mines, Industry, Regulation and Safety (DMIRS) Main construction of the definitive feasibility study footprint commenced at Mardie Announced expected capital cost increases and construction delays at Mardie due to increased input costs (fuel, equipment and labour), updated project design and delays in receiving regulatory approval and availability of labour resources due to the Covid-19 pandemic Proclamation of the Port of Cape Preston West by the WA Government which provides the Pilbara Ports Authority (PPA) with the authority to enter into a port lease arrangement with Mardie Drawdown of \$100 million in Series 3 convertible notes issued to AustralianSuper.
2023	<ul style="list-style-type: none"> Issue of half year results announcement disclosing Mardie construction hitting key milestones: <ul style="list-style-type: none"> Primary seawater intake station pre-commissioning completed; all six pumps installed Control systems commissioning has progressed to completion Ponds 1 and 2 completed, Ponds 3-5 ~85% complete Ponds 1 and 2 Transfer Station bulk earthworks 75% complete

Date	Event
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- First shipment of marine structure materials arrived in Dampier, and
- 400-bed accommodation village complete
- Cost and design review to complete the Mardie Project and new base case financial model to quantify additional funding required in progress

Source: ASX Announcements

Overview of key assets

Mardie

85. Mardie is located 100km southwest of Karratha on the West Pilbara coast between Dampier and Onslow and is 100% owned by BCI. The Project is anticipated to have an operating life of 60 years with nine evaporation ponds covering 88km², with 42 salt crystallisers of 16.1km² and 20 SOP crystallisers of 5.6km².
86. A scoping study for Mardie was completed in July 2017. Following this, the pre-feasibility study (PFS) was completed in June 2018 with environmental, heritage and geotechnical investigations completed. Optimisation of the PFS was completed in May 2019 which included approval from the Minister for Ports to permit an export facility at the Mardie site.
87. NAIF was identified by BCI as a potential debt funding provider and in July 2019, NAIF completed its strategic assessment of Mardie and proceeded to the due diligence phase of its assessment process and worked together with BCI to reach an investment decision.
88. BCI acquired rights to 112km² of new tenements adjacent to Mardie from Leichhardt Industrials Pty Ltd in May 2020, which provides the potential for expansion of the Project.
89. In July 2020, BCI completed a Definitive Feasibility Study (DFS) for the Project and secured 13 non-binding offtake MOUs for future salt production and two non-binding MOUs for future SOP production.
90. Mardie was granted Major Project Status by the Australian Federal Government in August 2020. Following this, NAIF made its investment decision and committed to provide a \$450 million loan facility with a 15-year tenor. The size of this facility was subsequently increased to \$490 million in October 2021.
91. An Optimised Feasibility Study (OFS) was completed in April 2021 to supplement BCI's DFS study which anticipated 5.35 Mtpa of high-purity salt (greater than 99.95% NaCl) and 140 ktpa of SOP (greater than 52% K₂O) production through the solar evaporation of seawater.
92. In July 2021, the WA EPA made a positive recommendation to the WA Minister for Environment in support of Mardie. Upon the environmental approval received by the EPA along with other regulatory, access approvals and native title agreements, the BCI Board sanctioned FID for the Project in October 2021.
93. The WA Minister for the Environment approved the implementation for Mardie in November 2021, subject to specified conditions according to the EPA guidelines. The conditions allowed the Project to be an environmentally sustainable project and did not significantly impact the planned design, cost or operations of the Project. In January 2022, Mardie received federal government environmental approval through the Department of Water, Agriculture and Environment (DAWE) which issued the Commonwealth Environment Protection and Biodiversity Conservation (EPBC) Act approval, which supplemented the state environmental approval provided by the EPA.
94. Mining Leases were granted to BCI by the Department of Mines, Industry, Regulation and Safety (DMIRS) for a term of 21 years over the Project in February 2022.
95. The main construction of the definitive feasibility study footprint commenced in February 2022, following final, secondary approvals being received. These approvals included a Mining Proposal by DMIRS, the Part V Works Approval granted by DWER and all necessary consents under Section 18 of the Aboriginal Heritage Act 1972 issued by the Minister for Aboriginal Affairs.

96. In April 2022, upon design reviews of the Project, further cost overruns and construction delays were confirmed. Cost overruns were attributed to three main conditions - increased cost (labour, fuel, equipment) due to market conditions, updated project design for long-term resilience and functionality of the Project, and requirements from regulatory and third-party approval processes. Construction delays were also due to delays in receiving regulatory approval and availability of labour resources due to the Covid-19 pandemic.
97. In December 2022, the Port of Cape Preston West, a new multi-user port, was established through a declaration by the WA state government under the Port Authorities Act 1999. The Port of Cape Preston West will be operated by the PPA which has the authority to enter into a port lease arrangement with Mardie which is expected to occur in the first half of 2023.
98. In December 2022, BCI drew down \$100 million from AustralianSuper in Series 3 Convertible Notes following the approval from Shareholders.
99. In February 2023, BCI announced that it is in the process of finalising its cost and design review to complete the Mardie Project including independent technical reviews and the new base case financial model. Completion of the review will assist in quantifying the amount of additional debt and equity funding it requires. In the meantime, BCI is in discussions with prospective providers of funding and BCI expects these activities to advance materially during the second half of FY 2023.

Iron Valley

100. In December 2014, BC Iron acquired IOH through an off-market takeover offer. The main asset held was IOH's 100% ownership of the Iron Valley Mine.
101. The Iron Valley Mine is operated by MRL under an iron ore purchase agreement with BCI. MRL operates the mine at its own cost and purchases iron ore from BCI at the mine gate at a price linked to MRL's received sales price. BCI is responsible for paying third party royalties and securing key approvals.
102. Following a series of arrangements with MRL in March 2020, the Iron Valley agreement between BCI and MRL was amended due to an increased level of capital investment required to increase the longevity of the mine. This saw BCI rebating a 40% portion of its net royalties to MRL until the total rebated amount reached \$25 million. This amount has since been reached.
103. A summary of the Mineral Resources and Ore Reserves (R&R) for Iron Valley as at 30 June 2022 is set out in the table below:

Iron Valley R&R As at 30 June 2022	Cut-off (% Fe)	Tonnes (Mt)	Fe (%)	CaFe (%)	SiO ₂ (%)	Al ₂ O ₃ (%)	P (%)	LOI (%)
Resources								
Measured - In-situ	50	74.6	57.7	62.7	5.2	3.2	0.19	7.9
Measured - Stockpiles	50	1.2	55.2	60.2	7.3	4.3	0.20	8.4
Indicated	50	65.4	58.6	63.0	5.2	3.2	0.17	7.1
Inferred	50	26.0	57.8	61.3	6.7	3.9	0.14	5.6
Total Resources	50	167.2						
Reserves								
Proved - In-situ	54	38.7	58.1	63.1	4.6	3.2	0.19	7.9
Proved - Stockpiles	54	1.2	55.2	60.3	7.3	4.3	0.17	8.4
Probable	54	14.6	58.7	63.2	4.9	3.1	0.16	7.1
Total Reserves	54	54.5						
Total Resources and Reserves		221.7						

Source: ASX release, 24 October 2022

Royalties and deferred payments from previously owned iron ore projects or tenements

104. In addition to the Iron Valley royalties received, BCI holds an additional four royalty streams from previously divested iron ore projects and is entitled to receive certain deferred contingent consideration amounts following these divestments. As part of the sale of the Buckland Project in March 2020, BCI is entitled to a 1% free on board (FOB) revenue royalty on iron ore mined from Bungaroo South, as well as total deferred consideration of \$14 million. \$10 million is to be paid upon the first sale of iron ore product, with an additional \$4 million to be paid 12 months after this date.
105. As at the time of sale of the asset, Bungaroo South had resources of 258Mt at 57% Fe and reserves of 134Mt at 58% Fe.
106. BCI sold its 75% interest in the Nullagine Project to FMG in October 2016, for consideration in the form of royalties on 75% of all future iron ore mined from Nullagine, being 1% to 2% of FOB revenue for iron ore grade greater than or equal to 55% Fe iron ore, and \$0.50 to \$1.50 per tonne for iron ore quality less than 55% Fe, adjusted for 15% yield loss. For all iron ore mined above 15Mt, a 50% reduction in the royalty rate will apply, with a 75% reduction in royalty rate applied for the iron ore mined above 25Mt. FMG will pay BCI 33% of the agreed royalty in cash with the remaining amount withheld for rehabilitation obligations until \$7.5 million is withheld. 100% of the royalty due will be paid in cash thereafter. Mineral resources at Nullagine are 31Mt at 57% Fe (direct shipping ore) and 75Mt at 53% Fe (channel-iron deposit), whilst reserves are 22Mt at 57% Fe as at the time of sale of the asset.
107. Through BCI's acquisition of IOH in 2014, BCI acquired the rights to receive 2% of FOB revenue on any ore mined from the Koodaideri South project area. As at the time of sale of the asset, the Koodaideri South Project had estimated resources of 106Mt at 59% Fe.
108. BCI also has a right to receive royalties through the Extension Hill deposit, through the acquisition of IOH. In September 2013, IOH sold its group of satellite tenements in its North Marillana group to Australian Aboriginal Mining Corporation (formerly known as Maiden Iron Pty Ltd). This sale contained a deferred consideration component, contingent after the first iron ore product was shipped, of \$1.75 million receivable 90 days after this milestone, and a royalty of 1.25% to 2.50% of FOB revenue.
109. The mining tenements at the Kumina Project were sold by BCI to MRL in October 2018 for a total consideration of \$35 million, with \$8 million of this consideration being deferred and contingent upon the first export of product from the Kumina Project. \$4 million of this contingent consideration was received as an early payment in March 2020 with the remaining \$4 million expected to be received one year after the first export of product.

Investments in Agrimin and Highfield Resources

110. Other assets BCI holds includes its shareholdings in Agrimin and Highfield Resources. BCI acquired AustralianSuper's 15% and 7% interests in Agrimin and Highfield Resources, respectively, in November 2021 in exchange for the issue of Series 1 Convertible Notes.
111. BCI's interest in Agrimin was diluted in February 2022 as a result of Agrimin conducting a share purchase plan which BCI did not participate in. BCI's current voting power is 12.96%.
112. BCI has sold down about half of its shareholding in Highfield during March and April 2023 and is currently holding a 3.385% interest which it is expecting to divest in coming months.
113. Highfield Resources has 100% ownership of the Muga Potash and Salt Project in northern Spain, whilst Agrimin owns the large-scale Mackay Potash project located in the Eastern Pilbara.

Historical financial information

Historical profit and loss

114. The reported operating performance of BCI for the two full financial years ended 30 June 2021 and 2022 (audited) and the six months to 31 December 2022 (reviewed) is summarised in the table below:

Consolidated Statement of Profit or Loss (A\$000's)	1HFY2023	FY2022	FY2021
Revenue from continuing operations			
Sale of goods	17,438	65,198	160,156
Other revenue	2,430	600	326
Other income (Fair value gain)	19,212	-	-
Total revenue from continuing operations	39,080	65,798	160,482
Cost of sales	(13,161)	(39,661)	(93,630)
Administration expenses	(11,350)	(20,952)	(8,120)
Project development and evaluation expenditure	(11,324)	(20,616)	(34,487)
Profit on sale of exploration tenements		-	22
Impairment on sale of exploration and intangible assets		-	(2,255)
Foreign Exchange (loss)/gain	(16)	-	-
(Loss) / profit before income tax	3,229	(15,431)	22,012
Finance costs	(25)	(54)	(40)
(Loss) / Profit after income tax	3,204	(15,485)	21,972
Income tax benefit / (expense)	-	-	-
(Loss) / Profit after income tax from continuing operations attributable to owners of BCI Minerals Limited	3,204	(15,485)	21,972

Source: BCI Minerals Half Year and Annual Financial Reports

Revenue

115. Revenue from the sale of goods comprised of iron mine gate sales from the Iron Valley mine to MRL. The decrease in revenue from sales of goods between FY2021 (\$160.2 million) to 1HFY2023 (\$17.4 million, annualized \$34.9 million) resulted from a decrease in iron ore shipped from Iron Valley from 6.1 million wet metric tonnes (WMT) in FY2021 to 4.8 million WMT in FY2022 and to 1.8 million WMT in 1HFY2023, with the remaining decrease attributable to the continuous decrease in iron ore prices during the historical period FY2021 – 1HFY2023, combined with higher discounts applied to product shipped.
116. Other income represents fair value gain arising on loan commitment option of the Series 3 Convertible Notes with face value of \$100 million withdrawn in December 2022 from AustralianSuper. The gain reflects the respective decline in the fair value of the debt and conversion feature owing to increases in the market interest rates and reduction in the share price respectively, relative to the terms of the convertible note at the date of the agreement.

Cost of sales and administration expenses

117. The reported cost of sales and administration expenses of BCI for the two full financial years ended 30 June 2021 and 2022 and the six months to 31 December 2022 (reviewed) is summarised in the table below:

Expenses (A\$000's)	1HFY2023	FY2022	FY2021
Amortisation of mine properties	1,149	2,278	3,006
Royalties	12,012	37,383	90,624
Cost of sales	13,161	39,661	93,630
Employee benefits expense	6,972	12,120	2,593
Depreciation and amortisation	2,220	3,396	1,967
Share based payments	378	932	703
Non-executive directors' fees	357	679	510
Occupancy related expenses	199	141	237
Consultant and legal fees	385	1,342	993
Other	839	2,342	1,117
Administration expenses	11,350	20,952	8,120

Source: BCI Half Year and Annual Financial Reports

118. An overview of cost of sales and administration expenses incurred by BCI over the historical period assessed is provided below:

- Amortisation of mine properties is charged on a unit of production basis over the life of economically recoverable reserves of the mine. The decrease between FY2021 (\$3.0 million) and 1HFY2023 (\$1.15 million half yearly and \$2.3 million annualized) is commensurate with the above-mentioned decrease in iron ore shipped from Iron Valley
- Royalties payable to MRL for the operation of the Iron Valley mine (and third-party royalties) decreased between FY2021 and 1HFY2023, commensurate with the decrease in sale of goods, in line with the royalty thresholds set out in the amended and restated iron ore sale and purchase agreement between BCI and MRL
- The main constituents of employee benefits expenditure comprise salaries and wages, director's fees and leave expenses. This has increased between FY2021 (\$2.6 million) and 1HFY2023 (\$6.9 million half yearly and \$13.9 million annualised) as a result of increased headcount as BCI is progressing in the development phase for Mardie, and
- Other administrative expenses relate to insurance, recruitment and onboarding and computer software costs. These have increased as a result of increased employee and subcontractor headcount.

Project development and evaluation expenditure

119. Project development and evaluation expenditure relates to Mardie Project. The decrease between FY2021 (\$34.5 million) and 1HFY2023 (\$11.3 million and 22.6 million annualized) is as a result of the relevant approvals being secured and construction commencing for Mardie during FY2022 with subsequent development expenditure being capitalised on the balance sheet under Property, Plant and Equipment (PPE).

Statement of financial position

120. The financial position of BCI as at 30 June 2021, 30 June 2022 and 31 December 2022 is set out in the following table:

Consolidated Statement of Financial Position (A\$000's)	1HFY2023	FY2022	FY2021
Current assets			
Cash and cash equivalents	201,459	232,021	79,435
Short term investments	317	657	681
Trade and other receivables	20,251	21,484	56,435
Other financial assets	27,244	38,666	-
Total current assets	249,271	292,828	136,551
Non-current assets			
Receivables	17,625	32,705	15,816
Property, plant and equipment	332,669	194,920	49,384
Exploration and evaluation assets	1,754	1,754	9,728
Intangibles	15,502	15,502	15,502
Right of use assets	1,723	684	827
Total non-current assets	369,273	245,565	91,257
Total assets	618,544	538,393	227,808
Current liabilities			
Trade and other payables	61,587	56,983	37,548
Lease liabilities	576	501	395
Provisions	785	1,274	791
Total current liabilities	62,948	58,758	38,734
Non-current liabilities			
Trade and other payables	8,048	8,048	-
Loans and borrowings	97,587	19,718	-
Lease liabilities	1,205	276	478
Provisions	17,660	17,357	15,932
Total non-current liabilities	124,500	45,399	16,410
Total liabilities	187,448	104,157	55,144

Consolidated Statement of Financial Position (A\$000's)	1HFY2023	FY2022	FY2021
Net assets	431,096	434,236	172,664
Shareholders' equity			
Contributed equity	569,870	569,345	313,190
Reserves	20,176	27,045	6,143
Accumulated losses	(158,950)	(162,154)	(146,669)
Total shareholders' equity	431,096	434,236	172,664

Source: BCI Half Year and Annual Financial Reports

121. With respect to the financial position of BCI as at 30 June 2021, 30 June 2022 and 31 December 2022 we note the following:

- Cash on hand as at 31 December 2023 was \$201.5 million (\$232.0 million as at 30 June 2022). The decrease over the half year is due to spending relating to the development of the Mardie Project offset by inflows from the Series 3 Convertible Notes drawn down during December 2022 along with the receipt of funds from Iron Valley royalties. Notwithstanding the relatively high cash balance, interim funding is required in order to meet contractual commitments which are required to be entered into in relation to the Mardie development.
- Current trade and other receivables comprise trade receivables and prepayments. This has decreased between FY2021 (\$56.4 million) and FY2022 (\$21.5 million) as record high iron ore prices in the June 2021 quarter led to elevated amounts receivable at year end. This remains around the same level as of 31 December 2023 at (\$21.3 million)
- Non-current receivables relate to an insurance policy prepayment in respect of Mardie during the construction phase and non-current receivables represent an estimate of the amount payable by the operator of the Iron Valley operation for fulfilment of rehabilitation obligations at the end of operations. This has reduced to \$17.6 million as of 31 December 2023 from \$32.7 million as of 30 June 2023
- Other financial assets comprise of the fair value of BCI's shareholdings in Agrimin and Highfield Resources acquired through the issue of Series 1 Convertible Notes to AustralianSuper during the interim period of FY2022. The decrease in Other financial assets as at 31 December 2022 represents a loss in fair value of equity investments. We note the changes in fair value are recorded by BCI through Other Comprehensive Income
- PPE comprises mine properties, plant and equipment, office furniture, equipment and IT and development assets. The increase between FY2021 (\$49.4 million) and 1HFY2023 (\$332.7 million) is as a result of construction commencement at Mardie and the associated capitalisation of development expenditure and acquisition of plant and equipment as well as a reclassification of Mardie-related exploration and evaluation to PPE
- BCI holds intangible assets in the form of royalties over the Koodaideri South and North Marillana Extension tenements. The assets have a finite life reflecting the underlying resource and will be amortised as the resource is depleted. Production has not commenced at either Koodaideri South or North Marillana and hence the assets remain unamortised.
- Current trade and other payables comprise trade and royalty-related payables and accruals. This has increased between FY2021 (\$37.6 million) and 1HFY2023 (\$61.6 million) largely as a result of accruals for amounts not yet invoiced to contractors for the construction of Mardie
- Non-current trade and other payables relates to the non-current portion of a long-term payment plan due to a supplier for the purchase of PPE
- Non-current loans and borrowings represent the liability component of the Series 1 and Series 3 Convertible Notes issued to AustralianSuper. The increase between FY2022 (\$19.7 million) and 1HFY23 (\$97.6 million) mainly relates to the fair value of the liability portion of Series 3 Convertible Notes, minus transaction costs. The gain on fair value of financial instrument (loan

commitment option as explained under Other income above, \$19.2 million) has been recognised through profit and loss, whereas the fair value of the conversion option (\$4.7 million) is recognised in shareholders equity;

- Increase in lease liabilities between FY22 (\$0.3 million) and 1HFY2023 (\$1.2 million) is due to the additional lease contracts entered into during the period related to construction of the Mardie Project
- Provisions relate to employee benefits and provisions for mine rehabilitation. The current portion of provisions relate to employee benefits expected to be settled within the next 12 months. The rehabilitation provision relates to obligations with respect to Iron Valley, and
- Contributed equity has increased between FY2021 (\$313.9 million) and FY2022 (\$569.3 million) as a result of the institutional capital raising of \$240 million, the share purchase plan of \$20 million, offset by equity raising costs of \$4 million. The slight increase in contributed equity between FY2022 (\$569.3 million) and 1HFY2023 (\$569.8 million) is attributable to the issuance of shares under Employee Performance rights and share rights plan.

Statement of cash flows

122. The cash flow statements of BCI for the two full financial years ended 30 June 2021 and 2022 (audited) and the six months to 31 December 2022 (reviewed) is summarised in the table below:

Consolidated Statement of Cash Flows (A\$000's)	1HFY2023	FY2022	FY2021
Interest received	2,437	600	320
Borrowing costs	(194)	(1,886)	(46)
Income tax refund	-	-	-
Net cash flows provided by operating activities	6,838	39,608	9,226
Cash flows from investing activities			
Proceeds from disposal of exploration tenements	-	-	-
Proceeds from disposal of plant and equipment	4	36	301
Payments for short term investments	340	-	(166)
Payments for plant and equipment, IT and development	(137,106)	(142,715)	(14,185)
Payments for exploration and evaluation assets	(216)	-	(2,834)
Net cash flows used in investing activities	(136,978)	(142,679)	(16,884)
Cash flows from financing activities			
Proceeds from issue of shares net of costs	(65)	256,155	45,872
Proceeds from borrowings	100,000	-	-
Repayment of lease liabilities	(357)	(498)	(327)
Net cash flows from financing activities	99,578	255,657	45,545
Net increase in cash and cash equivalents	(30,562)	152,586	37,887
Cash and cash equivalents at beginning of year	232,021	79,435	41,548
Cash and cash equivalents at end of year	201,459	232,021	79,435

Source: BCI Half Year and Annual Financial Reports

123. In relation to BCI's historical cash flows shown above, we note that:

- Payments for plant and equipment, IT and development during 1HFY2023 (\$137.1 million) predominantly relate to construction activities and purchase of plant and equipment with respect to Mardie, and
- Proceeds from borrowings during 1HFY2023 represent proceed from \$100.0 million Series 3 Convertible Notes, whereas issue of shares net of costs in FY2022 relate to proceeds received from equity issuances through the \$240 million institutional placement, \$20 million share subscription plan, net of equity raising costs of \$4 million.

Capital structure

Ownership

124. As at 27 April 2023, BCI had a market capitalisation of \$266.5 million based on a closing share price of \$0.230 per share and 1,211.5 million ordinary shares outstanding.

125. The top 10 shareholders include the two significant shareholdings of Australian Capital Equity (through its wholly-owned subsidiary, Wroxby) and AustralianSuper who together currently hold approximately 54.1% of the outstanding shares in BCI, with AustralianSuper only becoming a shareholder in BCI in late 2021. Outside of Australian Capital Equity and AustralianSuper, the next top eight shareholders hold approximately 17.3% of the outstanding shares in BCI.

126. The top 10 shareholders and their respective holdings (as at 31 March 2023) are set out in the table below:

Rank	Shareholder	Shares (millions)	% held
1	Australian Capital Equity	476.3	39.3%
2	AustralianSuper	178.8	14.8%
3	Ryder Capital (as bare trustee)	78.9	6.5%
4	Sandon Capital	44.6	3.7%
5	Ryder Capital	30.8	2.5%
6	Trojan Investment Mgt	19.5	1.6%
7	Dimensional Fund Advisors	16.5	1.4%
8	Mr Alwyn Vorster	6.9	0.6%
9	Mr & Mrs Matthew J King	6.4	0.5%
10	Mineralogy	6.1	0.5%
Total held by top 10 shareholders		864.7	71.4%

Source: BCI, as at 31 March 2023

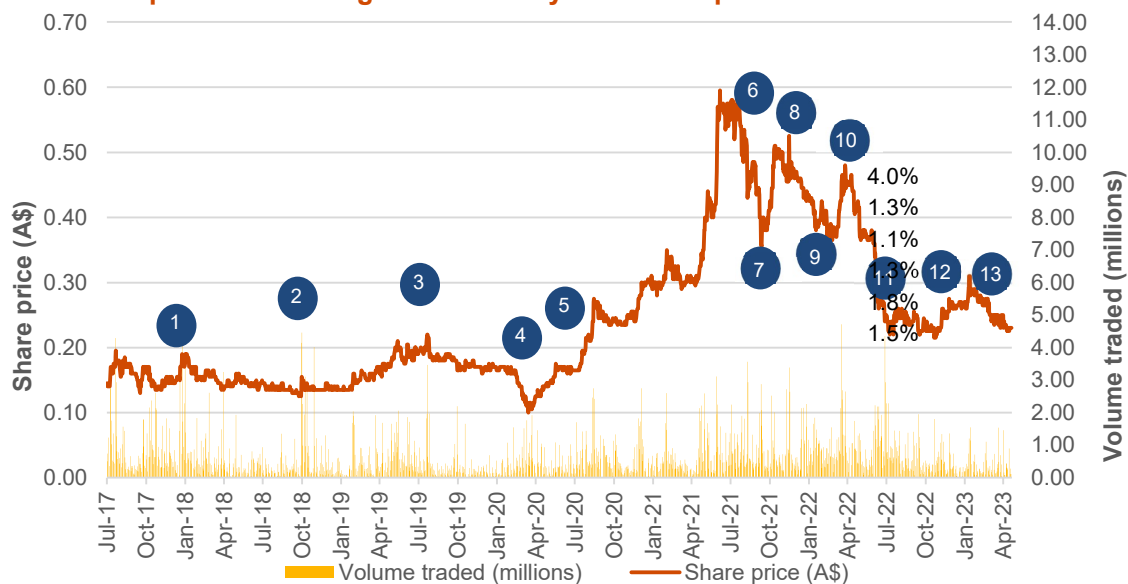
127. Australian Capital Equity was incorporated in 1980 and is a significant private investment company headquartered in Western Australia and was originally the largest shareholder in IOH at the time of BC Iron's takeover in 2014, leading to its initial shareholding in BCI.

128. AustralianSuper is Australia's largest superannuation fund and is headquartered in Melbourne, Australia. AustralianSuper was established on 1 July 2006 through the merger of Australian Retirement Fund (ARF) and Superannuation Trust of Australia (STA).

Recent share price analysis

129. The chart below illustrates the trading performance of BCI shares from 1 July 2017 to 30 April 2023 together with historical volumes traded and key influencing items:

BCI share price and trading volume 1 July 2017 - 30 April 2023



Key influencing items

1	Exploration results at Marble Bar	14 December 2017	Update on gold exploration at 100% owned Marble Bar Project
2	Speculation around BCI	9 October 2018	Street Talk article included speculation around BCI's iron ore divestment process and the value of BCI's iron ore portfolio
3	Mardie update	1 July 2019	Completion of NAIF strategic assessment of Mardie and progress to the due diligence phase of the NAIF assessment process
4	Transactions agreed with MRL	31 March 2020	Agreed upon a series of arrangements with MRL including the sale of the Buckland Project, amendment to the Iron Valley agreement and early payment of deferred consideration for Kumina
5	Favourable EPA recommendation	June to July 2020	Received environmental support from the EPA through a recommendation to the WA Minister for the Environment that Mardie may be implemented as proposed
6	Mardie updates	2 September 2021	Northern embankment trial nearing completion, construction of the southern trial pond commencing, and contracts awarded for the main seawater pump structure
7	Decrease in price of 62% Fe iron ore	July to September 2021	Decrease in share price coincided with decrease in price of 62% Fe iron ore from USD211/t on 19 July 2021 to USD115/t on 29 September 2021
8	Ministerial approval for Mardie	25 November 2021	WA Minister for Environment approves implementation of Mardie
9	Half year results lower than broker consensus	25 February 2022	Reduced Iron Valley royalty earnings of \$13.6 million, negative EBITDA of \$2.9 million

Key influencing items			million and negative NPAT of \$5.5 million for the half year
10	Mardie update	28 March 2022	Ceremony at Mardie Project for official commencement of construction
11	Mardie update	7 July 2022	Announcement of delays to project schedule and high likelihood of an increase in capital cost estimates
12	Mardie update	5 December 2022	Proclamation of the Port of Cape Preston West by the WA Government
13	Half year results release	27 February 2023	Announcement of half year result showing reduced iron ore royalty earnings (reflecting iron ore price declines) Mardie construction hits various key construction milestones and funded to the end of the financial year for contracted work

Source: Capital IQ and ASX Announcements

Liquidity

130. BCI shares are considered to have a moderate level of trading liquidity on the ASX, with approximately 1.9% and 0.7% of the total number of securities changing hands each month during 2022 and 2023 (to 30 April 2023) respectively.

Calendar Year	Days traded	Average Daily Price (\$)	Average Daily Volume Traded (millions)	% of Shares Traded Monthly
2018	251	0.146	0.53	4.0%
2019	248	0.173	0.44	3.3%
2020	251	0.192	0.50	3.0%
2021	252	0.419	0.71	2.4%
2022	251	0.315	0.76	1.9%
2023 (to 30 Apr)	80	0.259	0.36	0.7%

Source: Capital IQ, PwC Securities Analysis

131. The above table presents the trading liquidity of BCI stock over the past five years. The table presents the percentage of total shares traded monthly. Although the volume of shares traded monthly has reduced gradually over the years we consider trading in the shares of BCI to be of sufficiently liquidity to allow the share price to be taken as a fair reflection of value.

Share Rights and Performance Rights

132. Share Rights (SRs) and Performance Rights (PRs) have been issued to Directors and employees of BCI. Vesting of the Performance Rights are subject to continuing employment conditions, Absolute Total Shareholder Return (ATSR) performance hurdles and Total Shareholder Return performance hurdles relative to an index of comparator peer companies (RTSR). Vesting of Share Rights is subject to continuing employment conditions. Once vested, the Share Rights and Performance Rights may be converted by the holder at any time prior to the expiry date of the rights.

133. The following table sets out the PRs outstanding as of 30 April 2023:

Class	Expiry Date	Vesting Condition	Number of Rights
2020 PRs	1 July 2025	Employees and directors remaining employed by BCI until 1 July 2023	1,219,213
		<p>The PRs will be subject to the following performance conditions (tested at 3 July 2023):</p> <p>ATSR performance (50% weighting):</p> <ul style="list-style-type: none"> • Less than 10% – zero PRs vest • Between 10% to 20% - proportionate vesting • 20% and above– 100% vest 	
2021 PRs	3 July 2026	<p>RTSR performance to an agreed market index (50% weighting).</p> <p>If, at the test date, BCI's RTSR ranking is:</p> <ul style="list-style-type: none"> • Below the 50th percentile – zero PRs vest • Between the 50th and 75th percentiles – proportional vesting • Above the 75th percentile – 100% vest. <p>Additional one year service condition from performance condition test date.</p>	1,098,397
		<p>The PRs will be subject to the following performance conditions (tested at 1 July 2024):</p> <p>ATSR performance (50% weighting):</p> <ul style="list-style-type: none"> • Less than 10% – zero PRs vest • Between 10% to 20% - proportionate vesting • 20% and above– 100% vest. 	
2022 PRs	1 July 2027	<p>RTSR to an agreed market index or “Comparator Peer Group” over the measure period (50% weighting).</p> <p>If BCI's RTSR ranking relative to the comparator peer companies is, as at the Test Date:</p> <ul style="list-style-type: none"> • Below the 50th percentile – zero PRs vest • Between the 50th and 75th percentiles – proportional vesting • Above the 75th percentile – 100% vest. <p>Additional one year service condition from performance condition test date.</p>	5,184,737
Total			7,502,347

Source: Company Information

134. The following table sets out the share rights outstanding as at 30 April 2023:

Class	Expiry Date	Vesting Condition	Number of Rights
2020 share rights	4 Aug 2023	All have vested	697,317
2021 share rights	4 Jul 2024	All have vested	282,323
2022 share rights	1 July 2025	Employees remaining employed by BCI until 1 July 2023	880,918
Total			1,860,558

Source: Company Information

4 Industry Overview

Salt

Introduction

135. Salt has over 10,000 direct and indirect uses across a wide range of industries, covering all key sectors of the economy. Salt is mainly used in the chemical sector as an intermediate product for industry processing or manufacturing of products, however, salt is also used as a method of de-icing roads (mainly in the Northern Hemisphere), as a product within the food industry to produce table and other types of salt, and it contributes to several other uses such as water treatment, animal feed and pharmaceuticals.
136. There are three main chemical products that salt produces, being soda ash, caustic soda and chlorine. Typical end products include glass, soap and detergents, paints, aluminium, polyvinyl chloride (PVC), disinfectants, plastics and water treatment.
137. As the uses for salt are extremely diverse, the market for salt is broadly aligned with economic activity such as GDP, industrial activity, and urbanisation. Salt as a commodity is much less volatile than other commodities due to the diverse nature and use of salt, with pricing over the last 15 years ranging from US\$35/t to US\$75/t CIF (cost, insurance and freight), delivered in Asia. The start of 2023 has remained strong for salt imports into China with an average imported price of US\$57.19/t CIF for February 2023, an increase of US\$2.75/t compared to December 2022.

Recent Industry Trends

138. Disinfectants, bleach and soaps, as produced from caustic soda and chlor-alkali salt products, has seen a spike in demand from 2020 due to the COVID-19 pandemic. Historically, there has been a rise in chlorine-related exports, including caustic soda and chlor-alkali products over the last five years. This is partially due to the increase in demand for disinfectants, bleach and soaps that began in 2020 from the COVID-19 pandemic.
139. Global consumption of salt historically has been dominated by Asia. However supply constraints exist in India and China, with this trend expected to continue. A significant supply deficit exists in the salt market within Asia, with demand in 2020 at 76Mtpa and forecast to reach 105Mtpa by 2030, and supply at 74Mtpa in 2020 and only reaching 95Mtpa by 2030.
140. Australia is a major supplier to Asian countries due to the close proximity and favourable climate conditions faced. Specifically, operations in the Pilbara region of WA have highly evaporative rates and low rainfall, which are ideal for solar salt production.
141. Current operations that exist include Dampier Salt Limited's (Dampier Salt) three solar salt operations, located in Dampier, Port Hedland and Lake MacLeod. Dampier Salt is the world's largest exporter of seaborne salt and has the capacity to produce a total of 10.3Mtpa. The salt produced here is mainly used in the chemical industry for the processing and manufacturing of other products, with the main customer base being global exports to Asia and the Middle East.
142. Mitsui & Co., Ltd (Mitsui) also owns and operates two salt fields located in Shark Bay and Onslow in WA. Produced through the similar method of solar evaporation extracted from the sea, the salt produced by Mitsui is used primarily for industrial chemicals, however, is also used for food-related applications such as preservatives.

Industry outlook

143. The current supply deficit of salt is expected to continue going forward, with demand forecast to be 105Mt and supply forecast at 95Mt in 2030. Salt prices are forecast to remain around US\$50/t CIF (real) over the next 60 years.
144. Salt projects globally however are in the process of planning and / or construction, however, face various levels of likelihood across several locations globally. There are currently four salt projects

in Australia that have the ability to be operational by 2030 (depending on financing outcomes) and projects or expansions to salt projects that exist in Pakistan, Indonesia and Mexico.

Potash

145. Potash is a product mainly used in fertiliser for crops. Globally, the largest producers of potash are Canada, Russia and Belarus, accounting for nearly two-thirds of all production. There are two main types of potash, being muriate of potash or MOPs (potassium chloride), which globally makes up approximately 55Mtpa to 60Mtpa, and sulphates of potash (SOPs) (potassium sulphate), that globally makes up approximately 6Mtpa.
146. MOPs are typically used for commercial cultivation of carbohydrate crops such as wheat, oat and barley, whereas SOPs are used for the cultivation of specific crops, such as fruits, vegetables, berries, potatoes, avocados, cocoa and coffee. The difference being specific crops are highly sensitive in nature to chloride and are unable to produce based on MOP fertiliser, whilst the SOPs also provide sulphate that works as a secondary macronutrient that plants utilise for growth. SOPs are therefore treated as a premium fertiliser for higher value crops, also increasing crop yield per hectare.
147. SOPs are not naturally occurring minerals and have three primary methods for production. The first method is the evaporation and crystallisation of brines from natural salt lakes, which is a relatively low-cost option but is limited due to the number of salt lakes that exist globally. The second being the recrystallisation of natural sodium chloride and sulphate salts, with very few operations in the world using this method of production. The third, most popular method, is the Mannheim process, whereby SOPs are produced based on the reaction of potassium chloride with sulphuric acid. This Mannheim process accounts for 50% to 60% of the global supply of SOPs, however, is also the most expensive due to costly inputs required and faces difficulties disposing of hydrochloric acid waste from the process.
148. SOP pricing is highly dependent on MOP pricing, as SOPs trade at a premium to MOPs. MOP pricing as of March 2022 was US\$453/t as recorded by the Commodity Markets Outlook, with a fall of 14% in 2023 Q1. Following the sanctions imposed on exports from Russia and Belarus in 2022, which resulted in increasing MOP prices in 2022, demand has been weak. Brazil's imports were also reduced by 50% in 2022 Q4 thus resulting in reduced prices in 2023. The demand is expected to recover in 2023 with global supply projected to be higher in 2023.
149. Based on the specific use and expensive inputs that SOPs require, SOPs trade at a premium to MOPs which over the last five years has averaged ~US\$260/t. Historically, SOP pricing has ranged from approximately US\$450/t to US\$800/t, as quoted NW Europe (FOB). The Granular SOP price has declined over Q1 2023 to US\$955/t compared to US\$1047/t for the December 2022 quarter. The differential between Muriate of Potash (MOP) and SOP has further increased by US\$326, with SOP prices higher than MOP, due to higher conversion costs, which compares to FID (2021) forecast of US\$573/t FOB.
150. The current SOP market has the potential to grow, based on the increased volume of SOP-based fertilisers required to be used in production of chloride sensitive and high yield crops in recent years. In particular, India, the Middle East and Africa possess relatively high SOP crop areas that have low existing yields, with demand for SOPs forecast to grow in these areas.

5 Evaluation of the Proposed Transactions and Opinion

Our approach

151. Convertible notes provide the holder with a future right (but not an obligation) to exchange the principal amount of the debt component of the notes for shares in the issuing entity. In the case of the Proposed Transactions, AustralianSuper and Wroxby have the right to convert the face value of the Notes in full or in part, subject to the conditions set out in the Notice of Meeting and summarised in Section 2 of this report. Accordingly, whilst AustralianSuper and Wroxby have the right to convert there is no certainty that these rights will be exercised and, if exercised, when this may occur.
152. It is generally accepted that a rational investor would only exercise its right and convert debt to shares if the conversion price was lower than the prevailing trading share price. Therefore, we consider that it is reasonable to assume that for the Notes to be converted, the trading share price of BCI would have to be at, or above, \$0.43 per share (being the conversion price) or there was a strong likelihood of that occurring on a sustainable basis. Alternatively, in the event of a Qualifying Offer, it would be reasonable to assume that Noteholders would opt to convert the Notes at a 12.5% discount to the share issue price under the Qualifying Offer.
153. In considering the potential impact to the Non-associated Shareholders, the most appropriate date to assess the value of shares in BCI post the Proposed Transactions is at or around the time when the Notes are assumed to be converted and the associated voting rights of AustralianSuper and Wroxby are assumed to increase. As at the date of this report, we are unable to predict when, and indeed if, the Notes will be converted and further, cannot predict the underlying share price of BCI at that unknown date.
154. As such, we consider that at the date of this report the strategic rationale for the Proposed Transactions, together with consideration of the relativity of the conversion price compared to the recent trading share price of BCI and of the wider terms of the Notes and the consideration of the relative advantages afforded by approving the Proposed Transactions, to be of more relevance to the Non-associated Shareholders.
155. However, in accordance with RG111, to assess the fairness of the Proposed Transactions we have considered the value of a share in BCI prior to the issue of Notes on a controlling interest basis and compared this to the pro forma minority interest value of a share in BCI immediately post the Proposed Transactions under three scenarios, being no conversion, conversion at \$0.43 per share and conversion at a discount to the issue price for a Qualifying Offer equity raising (using the estimated share price as a proxy for the issue price).
156. It follows from the above that, if the assessed value of a share in BCI prior to the issue of Notes on a controlling interest basis is lower than the assessed pro forma minority interest value of a share in BCI immediately post the Proposed Transactions under the two scenarios, the Proposed Transactions would be considered to be fair and as such reasonable.

Consideration of Fairness

157. We have assessed the value of a share in BCI prior to the Proposed Transactions and potential value immediately post the Proposed Transactions by reference to the recent trading price of BCI shares on the ASX. Key factors influencing our preferred approach include:
 - Trading in BCI shares is considered liquid, with approximately 0.7% of BCI's shares traded per month over the course of the current calendar year to 30 April 2023
 - BCI's key assets are royalty (and royalty-like) income streams and a pre-development project. The value of such assets is considered to be subjective and will depend on a number of assumptions regarding future events which may or may not eventuate, and

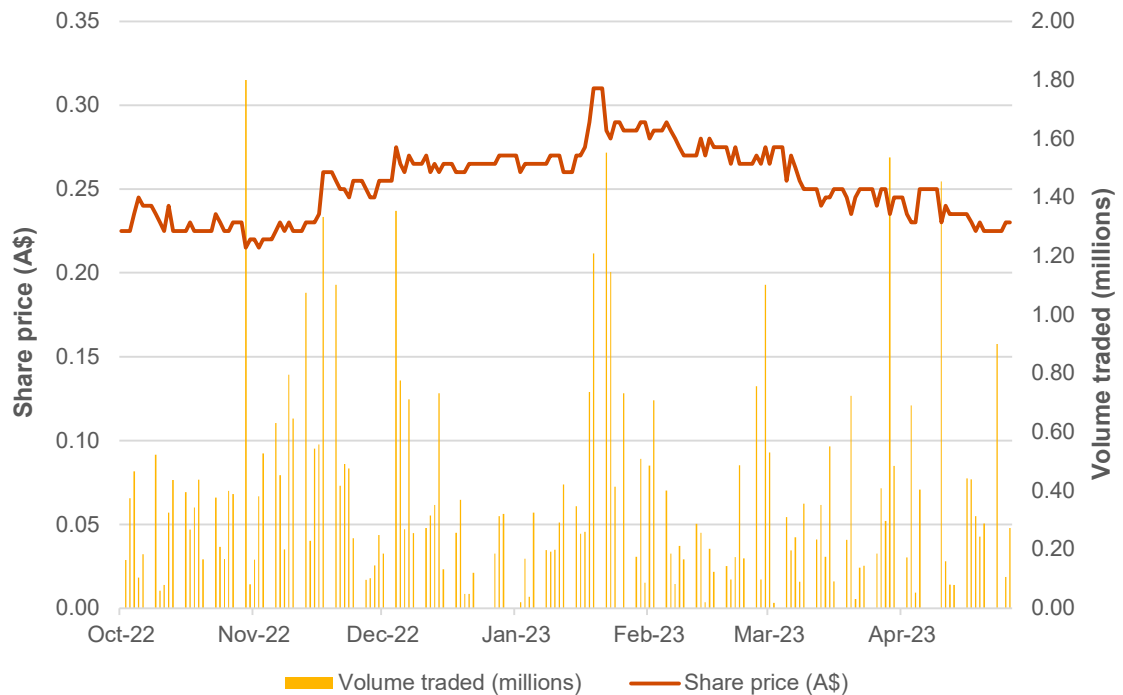
- The actual price at which shares trade in a regulated and well-informed market is generally considered to be a fair reflection of value (on a minority interest basis).

158. We have presented below a summary of our assessments of the value of a share in BCI on a controlling interest basis prior to the issue of the Notes and comparison to the assessed pro forma value of a share in BCI immediately post the issue of Notes on a minority interest basis.

Valuation assessment pre the Proposed Transactions

159. To consider the recent trading price of BCI shares we have analysed the last six months of trading activity.
160. As shown in the chart below, shares in BCI have traded in a range between \$0.215 and \$0.310 per share over the period from 1 October 2022 to 30 April 2023. This range has narrowed to between \$0.225 and \$0.290 per share over the more recent three month period.

BCI share price and trading volume 1 Oct 2022 - 30 April 2023



Source: Capital IQ, PwC Securities analysis

161. We have also calculated the VWAP of BCI shares at 28 April 2023 on a 90, 60, 30 and 5 trading day basis and presented these results in the table below.

Period to 28 April 2023	90 days	60 days	30 days	5 days
VWAP (\$/share)	0.261	0.247	0.235	0.225

Source: Capital IQ, PwC Securities analysis

162. Based on the above analysis we consider a share price of between \$0.225 and \$0.290 to be reflective of the market value of a share in BCI (on a minority interest basis) as at the date of this report.
163. The traded share price of BCI is reflective of the prices paid for small parcels of shares and as such does not include a premium for control. We have therefore considered and have applied an equity control premium to the observed recent traded price of BCI shares to reflect that in a

takeover situation purchasers are normally willing to pay a premium in order to obtain control of a company.

164. A premium for control is applicable when the acquisition for control of a company would give rise to benefits such as:
- control of the Board of Directors of the company
 - control of all the decision making and strategy
 - Access to cash flows, and
 - Access to tax consolidation benefits.
165. Publicly available research indicates that the average equity takeover premium in Australia for full control has been in the order of 20% to 40%, however this varies widely depending on the nature of industry and circumstances and may, in some circumstances, include an element reflecting a strategic premium paid by purchasers.
166. We have assessed an appropriate premium for control to apply to the minority equity value of BCI to lie in the range of between 20% and 30% based on our analysis of the level of premiums observed in historical transactions in the resources sector.
167. Applying the assumed control premium to our assessed value of a share in BCI on a minority interest basis derives a value per share on a controlling interest basis of between \$0.281 and \$0.363 and a midpoint preferred value of \$0.322 per share.

Pre-Proposed Transactions	Low	High	Preferred
Share price (A\$/share)	0.225	0.290	0.258
Control Premium	25%	25%	25%
Value per share (100% control basis) (A\$/share)	0.281	0.363	0.322
Outstanding shares (million)	1,211.5	1,211.5	1,211.5
Equity Value (100% control basis) (A\$m)	340.7	439.2	389.9

Source: Capital IQ, PwC Securities analysis

Valuation assessment post the Proposed Transactions – assumed no conversion

168. We have then assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been issued and that no conversion has occurred.
169. The steps we have taken to assess this value are as follows:
- Determined the value of 100% of the equity on a controlling interest basis by multiplying the assessed range of share values on a controlling interest basis by the number of shares outstanding;
 - Adjusted the equity value determined in the preceding step by the amount of cash received from the issue of the Notes (less amounts relating to the estimated cost of the Proposed Transactions)
 - Deducted the value of the debt taken on by the Company through the issue of the Notes to derive an 'Adjusted Equity Value' on a controlling interest basis
 - Deducted the estimated option value provided to AustralianSuper and Wroxby through the conversion terms
 - Applied a minority discount (consistent with the premium for control applied previously) to derive an 'Adjusted Equity Value' on a minority interest basis, and

- Calculated an implied pro forma value of a share in BCI by dividing the 'Adjusted Equity Value' on a minority interest basis by the number of shares outstanding.

170. Adopting the approach described above, we have assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been issued and that no conversion has occurred to be between \$0.224 and \$0.289 and a midpoint preferred value of \$0.256 per share. We have shown our calculation in the table presented below.

Post Proposed Transactions - no conversion	Low	High	Preferred
Equity Value (100% control basis) (\$m)	340.7	439.2	389.9
Notes Issue (\$m)	60.0	60.0	60.0
less: estimated transaction costs (\$m)	-	-	-
Additional cash received (\$m)	60.0	60.0	60.0
Debt (Con notes)	(60.0)	(60.0)	(60.0)
Option Value*	(1.61)	(1.61)	(1.61)
Adjusted Equity Value (100% control basis) (\$m)	339.1	437.5	388.3
Minority Discount	20%	20%	20%
Adjusted Equity Value (minority interest) (\$m)	271.3	350.0	310.7
Outstanding shares (million)	1,211.5	1,211.5	1,211.5
Adjusted value per share (minority interest)	0.224	0.289	0.256

*Option value calculated using the Black-Scholes option pricing method, an assumed volatility of 50%, an exercise price \$0.43 and share price of \$0.23 per share.

Valuation assessment post the Proposed Transactions – assumed full conversion at \$0.43 per share

171. We have then assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been fully converted at \$0.43 per share immediately post the Proposed Transactions.

172. The additional steps we have taken to assess this value are as follows:

- Removed the amount of debt taken on by the Company through the issue of the Notes (as assumed to have been replaced by equity)
- Adjusted the number of shares outstanding by the number of new shares assumed to have been issued upon full conversion of the Notes, and
- Calculated an implied pro forma value of a share in BCI by dividing the 'Adjusted Equity Value' on a minority interest basis by the adjusted number of shares outstanding post the assumed conversion of the Notes.

173. Adopting the approach described above, we have assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been issued and that conversion has now occurred to be between \$0.237 and \$0.296 and a midpoint preferred value of \$0.266 per share (rounded to nearest 0.1 of a cent). We have shown our calculation in the table presented below:

Post Proposed Transactions - full conversion	Low	High	Preferred
Equity Value (100% control basis)	340.7	439.2	389.9

Post Proposed Transactions - full conversion	Low	High	Preferred
Notes Issue (\$m)	60.0	60.0	60.0
less: estimated transaction costs (\$m)	-	-	-
Additional cash received (\$m)	60.0	60.0	60.0
Adjusted Equity Value (100% control basis) (\$m)	400.7	499.2	449.9
Minority Discount	20%	20%	20%
Adjusted Equity Value (minority interest) (\$m)	320.6	399.3	360.0
Outstanding shares (million)	1,211.5	1,211.5	1,211.5
Additional shares issued (@ \$0.43/share)	139.5	139.5	139.5
Adjusted shares outstanding	1,351.0	1,351.0	1,351.0
Adjusted value per share (\$, minority interest)	0.237	0.296	0.266

174. While this scenario produces a higher post-Proposed Transactions value, we note that it reflects conversion of the Notes when they are out of the money and is therefore included in our analysis for illustrative purposes.

Valuation assessment post the Proposed Transactions – assumed full conversion at discount to Qualifying Offer share issue price

175. We have then assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been fully converted immediately post the Proposed Transactions.

176. The additional steps we have taken to assess this value are as follows:

- Removed the amount of debt taken on by the Company through the issue of the Notes (as assumed to have been replaced by equity)
- Adjusted the number of shares outstanding by the number of new shares assumed to have been issued upon full conversion of the Notes, assuming Qualifying Offer issue price in line with the share price and conversion at a 12.5% discount, and
- Calculated an implied pro forma value of a share in BCI by dividing the 'Adjusted Equity Value' on a minority interest basis by the adjusted number of shares outstanding post the assumed conversion of the Notes.

177. Adopting the approach described above, we have assessed the pro forma value of a share in BCI on a minority interest basis assuming that the Notes have been issued and that conversion has now occurred to be between \$0.211 and \$0.276 and a midpoint preferred value of \$0.244 per share (rounded to nearest 0.1 of a cent). We have shown our calculation in the table presented below:

Post Proposed Transactions - full conversion	Low	High	Preferred
Equity Value (100% control basis)	340.7	439.2	389.9
Notes Issue (\$m)	60.0	60.0	60.0
less: estimated transaction costs (\$m)	-	-	-
Additional cash received (\$m)	60.0	60.0	60.0

Post Proposed Transactions - full conversion	Low	High	Preferred
Adjusted Equity Value (100% control basis) (\$m)	400.7	499.2	449.9
Minority Discount	20%	20%	20%
Adjusted Equity Value (minority interest) (\$m)	320.6	399.3	360.0
Outstanding shares (million)	1,211.5	1,211.5	1,211.5
Additional shares issued (@ 12.5% discount to share price)	304.8	236.5	266.3
Adjusted shares outstanding	1,516.2	1,447.9	1,477.8
Adjusted value per share (\$, minority interest)	0.211	0.276	0.244

Opinion

Assessment of fairness

178. In accordance with the requirement under RG 111 to assess the Proposed Transactions as if it were a takeover bid, to assess the fairness of the Proposed Transactions we have considered the value of a share in BCI prior to the Proposed Transactions on a controlling interest basis and compared this to the assessed value of a share in BCI on a minority interest basis immediately post the Proposed Transactions.
179. We have assessed the fair market value of a share in BCI (on a controlling interest basis) as at the date of this report to be in a range from \$0.281 to \$0.363 with a preferred (midpoint) value of \$0.322.
180. We have assessed the potential value of a share in BCI post the Proposed Transactions (on a minority interest basis) assuming that the Notes are not converted, although reflecting the option value associated with the conversion terms, to be in a range from \$0.224 to \$0.289 with a preferred (midpoint) value of \$0.256.
181. We have also assessed the potential value of a share in BCI post the Proposed Transactions (on a minority interest basis) assuming that the Notes are converted at a discount to the share price, reflecting conversion in the event of a Qualifying Offer, to be in a range from \$0.211 to \$0.276 with a preferred (midpoint) value of \$0.244.
182. On the basis that the assessed value of a share in BCI prior to the Proposed Transactions on a controlling interest basis is greater than our assessed value for a fully paid ordinary share in BCI post the Proposed Transactions on a minority interest basis, we consider that the Proposed Transactions are not fair.

Assessment of reasonableness

183. In accordance with RG111.12, if an offer is considered to be fair it is also considered to be reasonable. However, an offer may also be considered to be reasonable, if despite not being considered fair, the expert considers that there are sufficient reasons for the relevant security holders to accept the offer, in the absence of a superior proposal.
184. A number of qualitative issues are generally considered in assessing reasonableness. These issues broadly comprise:
- Whether the Proposed Transactions include a premium for control
 - The likely consequences for the Non-associated Shareholders if the Proposed Transactions are accepted

- The likely consequences for the Non-associated Shareholders if the Proposed Transactions are not accepted, and
- The likelihood of another funding proposal arising that is on better terms under the current Proposed Transactions from the perspective of the Non-associated Shareholders.

185. We consider the Proposed Transactions to be reasonable for the following reasons.

The Proposed Transactions provide BCI with the ability to maintain progress on Mardie which will preserve value for all shareholders pending the update to the project budget and subsequent fundraising

186. The Mardie Project development has experienced cost increases and a design and cost review is currently being completed. BCI is in discussions with potential providers of additional funding and once the design and cost review is completed and the additional funding requirement has been determined, additional debt and equity funding will be sought.
187. In the meantime, BCI has identified an interim funding requirement of \$60 million in order to maintain progress on Mardie and to ensure that critical path activities can be maintained which will help meet the overall Project timetable. Provision of this interim funding will also avoid additional costs associated with demobilisation and remobilisation of contractors and help secure contractor availability.
188. Therefore, the provision of funding under the Proposed Transactions will help to preserve Project value which will benefit all BCI shareholders.

The terms of the Notes imply a cost of finance which is considered to be reasonable relative to the associated opportunity cost in the form of Project delays and additional cost increases

189. Allowing for the option value associated with the conversion terms, the Notes imply an overall cost of finance of approximately 13.2% on an unsecured basis assuming a maturity date of February 2024 (increasing to 13.4% assuming a maturity date of August 2024).
190. The implied cost of finance increases when allowance is made for potential conversion at a 12.5% discount to the Qualifying Offer share price.
191. This is higher than the cost of debt finance that would typically apply to this type of project and reflects the prevailing risk associated with the Project development cost estimation and required funding arrangements which are still to be finalised.
192. However, having regard to the overall project scale (FID capital cost estimate as at November 2021 of \$1,001 million), the potential impact on Project value of delay and additional cost overruns in the absence of the interim funding provided as a result of the Proposed Transactions is likely to significantly exceed the implied financing cost associated with the \$60 million Notes issue.

Most cost-effective option to access short term funding

193. BCI considered various alternatives in order to meet its interim funding requirements and considered the proposed \$60 million Notes issue to be the most cost-effective option.
194. While a rights issue was considered, based on the current share price, this would result in capital being raised at a significant discount to the price at which previous equity raises have taken place.
195. A broader equity raising process is likely to occur once the design and cost review has been completed and debt funding arrangements are finalised. A discounted rights issue at this point in time, taking place before the cost review and associated fundraising activities have been completed and the consequential derisking of Project development, could negatively impact on the broader fundraising process, further diluting shareholders.

Wroxby and AustralianSuper's interests in BCI may not increase significantly if they exercise their right to convert the Notes into shares in BCI

196. Based on a conversion price of \$0.43, if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 40.4% and AustralianSuper's interest in BCI would increase from 14.8% to 18.4%.
197. Assuming a Qualifying Offer conversion price of \$0.201 (reflecting a 12.5% discount to the 28 April 2023 share price of \$0.23), if Wroxby and AustralianSuper both elect to convert the Notes in full, Wroxby's interest in BCI would increase from 39.3% to 41.4% and AustralianSuper's interest in BCI would increase from 14.8% to 21.7%.
198. In the event that AustralianSuper also exercises its Series 1 and Series 3 Convertible Notes once they become capable of conversion, AustralianSuper's interest in BCI would increase to 29.2% (or 31.2% under the Qualifying Offer Scenario) and Wroxby's interest in BCI would reduce to 35.0% (36.4% under the Qualifying Offer Scenario) assuming a Notes conversion price of \$0.43 (\$0.201 under the Qualifying Offer Scenario).
199. Therefore, the issue of the Notes under the Proposed Transactions do not provide a materially increased level of control over BCI to either Wroxby or AustralianSuper relative to their existing respective ownership interests.
200. The percentage interest earned by Noteholders on conversion will be greater in the event of a Qualifying Offer below the current share price and / or in the event that Notes are issued to or converted by one, but not both, Noteholders.

The key terms of the Notes have been negotiated between BCI, AustralianSuper and Wroxby on an arm's length basis

201. The negotiations were conducted over a number of weeks before final terms were agreed, subject to Board approvals. BCI negotiated separately with AustralianSuper and Wroxby throughout the process. No party was compelled to accept the proposed terms under any position of duress, therefore the agreed terms of the Notes are considered to be reflective of available market rates of return.

The key terms of the Notes are broadly in line with the terms of recent convertible note issues by comparable companies

202. In assessing the key terms of the Notes, we considered recent convertible notes issued by companies with similar stage resource assets. A direct comparison of the terms attached to the Notes to the terms of convertible notes which have been issued by other companies is somewhat limited due to the convertible nature of the notes and the relative prospects and associated risks relating to the issuer companies (and associated projects).
203. The key terms of the convertible notes observed are summarised in the following table:

Company	Date Announced	Date Issued	Amount (\$m)	Term (years)	Interest Rate	Conversion Price	Premium / (discount) of Conversion Price to 30 day VWAP prior to announcement
Adelong Gold Limited (ASX:ADG)	23-Jan-23	23-Jan-23	0.25	1.5	8.00%	0.024	41.1%
Asra Minerals Limited (ASX:ASR)	15-Dec-22	15-Dec-22	2.5	1.0	12.00%	0.04	120.8%
Classic Minerals	15-Dec-22	25-Jan-23	5.5	1.5	Nil. One free attaching	Lower of 20% discount to 15	50.8%

Company	Date Announced	Date Issued	Amount (\$m)	Term (years)	Interest Rate	Conversion Price	Premium / (discount) of Conversion Price to 30 day VWAP prior to announcement
Limited (ASX:CLZ)					conversion option for every two conversion shares issued.	day VWAP / \$0.017	
Freehill Mining Limited (ASX:FHS)	16-Nov-22	16-Nov-22	0.4	1	None	Lower of 90% of the lowest daily VWAP during the 5 Actual trading days prior to the Conversion Notice Date OR \$0.01	-8.2%
Orion Minerals Limited (ASX:ORN)	21-Oct-22	21-Apr-23	21	Earlier of 30 days from financial close OR 3 years from loan drawn down	South African prime rate (11.25% in April) plus 3.5%	Convertible to equity and shareholder loan in PCZM Holdco based on pre-money valuation of \$97.5m	-82.3%*
R3D Resources Limited (ASX:R3D)	20-Oct-22	1-Mar-23	0.5	1	15%	0.15	82.2%
RBR Group Limited (ASX:RBR)	30-Sep-22	19-Oct-22	0.32	0.08	None	0.0035	11.3%
Classic Minerals Limited (ASX:CLZ)	6-Jun-22	11-Jul-22	4	1.5	Nil. One free attaching conversion option for every two conversion shares issued.	Lower of 20% discount to 15 day VWAP / \$0.075	-50.0%

* discount is calculated based on PV of the holdings as at announcement date i.e. \$552m (source:orionminerals.com.au) and the conversion price valuation of \$97.5m.

Source: Capital IQ

204. Based on the data observed, the convertible notes identified had conversion prices that were at a (discount)/ premium to the company's 30 day VWAP prior to the announcement ranging from (50%) to 120%. In comparison, the Notes are convertible into shares in BCI at an exercise price of \$0.43 per share which reflects a 65% and 83% premium when compared to the 90 trading day and 30 trading day VWAP of BCI at 30 April 2023, respectively.
205. While the conversion price is one of the key terms of the Notes, other relevant factors include the term and the interest rate attached to the Notes. As shown in the table, the coupons on the convertible notes ranged from 8% to 15% and the terms of the convertible notes ranged from one year to three years.
206. Therefore, when compared to other convertible notes issued by resource companies listed on the ASX over the past twelve months with similar stage assets our analysis indicates that the terms

are in broad alignment. However, we note that the most of the other recent convertible notes have been issued by smaller companies relative to BCI for the purposes of providing funding for feasibility studies, project development and working capital which may limit the comparability somewhat.

The Notes are convertible into shares in BCI at an exercise price of \$0.43 per share, being a 65% premium and an 83% premium to the 90 trading day and 30 trading day VWAP of BCI, respectively

207. In the absence of a Qualifying Offer, the fixed conversion price attached to the Notes is \$0.43 per share which reflects a 65% premium and an 83% premium when compared to the 90 trading day and 30 trading day VWAP of BCI at 28 April 2023. The existence of a premium above the recent traded price of BCI shares is of benefit to the Non-associated Shareholders.
208. We also note that any decision to convert the Notes is only likely to be made if the share price of BCI is above the exercise price attached to the Notes, being above \$0.43 per share. In this event, all BCI shareholders would be considered to have benefited from the increase in the share price. Further, we note that if the Notes are converted, the debt associated with the Notes is consequently extinguished and the level of gearing will decrease.

If the Proposed Transactions are not approved, the BCI share price may be adversely impacted

209. The BCI share price traded as high as \$0.25 on 1 May, the first trading day following the announcement of the Proposed Transactions, up from the previous closing price of \$0.23 prior to the announcement of the Proposed Transactions.
210. In the event that the Proposed Transactions are not approved, we consider that the share price of BCI could be adversely impacted, having regard to the perceived ability of BCI to be able to complete the development of Mardie without unnecessary delays and associated cost increases.

Ability for BCI to redeem the Notes and seek alternate financing

211. In the event that circumstances change, funds may be raised by BCI at a lower cost to existing shareholders either through the increased ability to secure conventional debt funding or through being able to issue equity at a higher share price (and / or lower cost) than is currently possible. In such an event the Company can elect to redeem the Notes from the issuance date of the Notes, subject to certain conditions.

We have also considered the potential disadvantages to the Non-associated Shareholders if the Proposed Transactions are approved but consider that the benefits to the Non-associated Shareholders outweigh the potential disadvantages.

212. A summary of the potential disadvantages considered includes the following:

- The potential increased shareholding of AustralianSuper and Wroxby (if the Notes are converted) may be deemed to result in increased influence without a control premium having been paid, particularly the lower the Qualifying Offer issue price and therefore the greater the number of shares issued on conversion
- The issue of the Notes increases the amount of leverage in the business including Project financing, the cost of which will need to be funded
- Existing shareholders' interests will be diluted upon potential conversion of the Notes, albeit in the event of conversion at the fixed price of \$0.43 will mean the share price has increased considerably from the current traded share price
- The issue of Notes provides option value to the AustralianSuper and Wroxby which reduces equity value to the Non-associated Shareholders, and
- There is no opportunity for the Non-associated Shareholders to participate in the Proposed Transactions.

213. After consideration of the aforementioned factors, in our opinion the advantages of the Proposed Transactions outweigh the potential disadvantages. Therefore, in the absence of a superior proposal, we consider that the Proposed Transactions are reasonable to the Non-associated Shareholders.

Conclusion

214. On the basis that the assessed value of a share in BCI prior to the Proposed Transactions on a controlling interest basis is greater than our valuation of a fully paid ordinary share in BCI post the Proposed Transactions on a minority interest basis under each of the scenarios considered, we consider that the Proposed Transactions are not fair.
215. However, despite not being considered fair, we consider that the Proposed Transactions are reasonable on the basis that there are sufficient reasons for the Non-associated Shareholders to vote in favour of the Proposed Transactions.
216. On the basis that we consider the Proposed Transactions to be not fair but reasonable, we consider that the Proposed Transactions are in the best interests of Non-associated shareholders.
217. It is important to note that we have formed our opinion based on an assessment of the Proposed Transactions in total, reflecting the issue of the Notes to both Wroxby and AustralianSuper. In the event that Non-associated Shareholders vote in favour of the issue of Notes to either Wroxby or AustralianSuper, but not both, then this reduces the advantages (eg provision of required interim funding) and increases the disadvantages (eg increased shareholding interest and therefore influence without a control premium being paid) which may not be in the best interests of Non-associated Shareholders.

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Appendix A Statement of qualifications and declarations

Qualifications

PwC Securities is beneficially owned by the partners of PricewaterhouseCoopers Australia, a member firm of the PricewaterhouseCoopers (PwC) network. PwC Securities holds an Australian Financial Services Licence under the Corporations Act.

Paul Hennessy is a partner in our Perth valuations practice where he specialises in valuations and transactions work as well as being an authorised representative of PwC Securities. Paul is a graduate of the University of Limerick, a Fellow of the Institute of Actuaries, an Affiliate Member of the Institute of Chartered Accountants in Australia and New Zealand and Business Valuation Specialist (CAANZ). Paul has over 25 years' experience with the Australian and UK firms of PwC including three years in the UK firm's Valuation & Strategy team in London where he worked on a large number of international assignments in the resources sector.

Richard Stewart OAM is a Senior Fellow of the Financial Services Institute of Australasia, Chartered Accountants in Australia and New Zealand and the Society of Certified Practising Accountants in Australia. He is also an Adjunct Professor in Business Valuation at the University of Technology, Sydney and is Business Valuations Specialist Accredited, CAANZ. He holds a Bachelor of Economics and a Master of Business Administration. He has 37 years of experience with PwC and extensive experience in preparing valuations and Independent Expert Reports as well as providing merger and acquisition advice. He is also a partner of PwC and is an authorised representative of PwCS.

Declarations

We have considered our independence from BCI, AustralianSuper and related parties, having regard to ASIC Regulatory Guide 112, and we do not consider that there are any circumstances which conflict with our independence from BCI or hinder our ability to provide objective independent advice.

Neither PwCS, PwC nor the authors of this report have, at the date of this Report, or have had within the previous two years, any shareholding in or other relationship with either BCI, AustralianSuper or related parties (other than the provision of professional services for time based fees including statutory audit services to AustralianSuper) that could reasonably be regarded as capable of affecting its ability to provide an unbiased opinion in relation to the proposed transactions.

Neither PwC Securities nor PwC has any interest in the outcome of the Proposed Transactions. PwC Securities is entitled to receive a fee for the preparation of this Independent Expert's Report based on time spent at our normal hourly rates for this type of work and will be reimbursed for out-of-pocket expenses incurred. The fee payable to us is payable regardless of the outcome of the Proposed Transactions. None of PwC Securities, PwC, Messrs Hennessy and Stewart holds securities in BCI and have not held any such beneficial interest in the previous two years.

A draft of this report (excluding our consideration of the merits of the Proposed Transaction) was provided to the Directors of BCI for factual checking on 9 May 2023 and a final draft (excluding our consideration of the merits of the Proposed Transaction) was provided to BCI on 11 May 2023. No changes to our opinion arose as a result of these reviews.

Purpose of report

This Independent Expert's Report has been prepared at the request of the Directors of BCI and should not be used for any other purpose. In particular, it is not intended that this Independent Expert's Report should serve any purpose other than an expression of our opinion on whether the Proposed Transactions are fair and reasonable to the Non-associated Shareholders. This Independent Expert's Report has been prepared solely for the benefit of the Directors of BCI and for the benefit of the existing Non-associated Shareholders. Neither the whole nor any part of this Independent Expert's Report nor

any reference to it may be included in or attached to any document, circular, resolution, letter or statement without our prior written consent to the form and context in which it appears.

Special note regarding forward-looking statements and forecast financial information

Certain statements in this Independent Expert's Report may constitute forward-looking statements. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance and achievements of BCI to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among other things, the following:

- General economic conditions
- The future movements in interest rates and taxes
- The impact of terrorism and other related acts on broader economic conditions
- Changes in laws, regulations or governmental policies or the interpretation of those laws or regulations to BCI in particular. and
- Other factors referenced in this Independent Expert's Report.

Indemnity

In preparing this Independent Expert's Report, BCI has indemnified PwC Securities, PwC and its employees, officers and agents against any claim, liability, loss or expense, cost or damage, including legal costs on a solicitor client basis, arising out of reliance on any information or documentation provided by BCI which is false and misleading or omits any material particulars or arising from a failure to supply relevant documentation or information.

In addition, BCI has agreed that if it makes any claim against PwC or PwC Securities for loss as a result of a breach of our contract, and that loss is contributed to by its own actions, then liability for its loss will be apportioned having regard to the respective responsibility for the loss, and the amount BCI may recover from PwC Securities will be reduced by the extent of its contribution to that loss.

Consent

PwC Securities has consented in writing to this Report in the form and context in which it appears being included in the Notice of Meeting which will be issued by the Directors of BCI and which will be distributed to BCI shareholders.

Neither PwC Securities nor PricewaterhouseCoopers has authorised or caused the issue of all or any part of the Notice of Meeting other than this report. Neither the whole nor any part of this report nor any reference to it may be included in or with or attached to any other document, circular, resolution, letter or statement without the prior consent of PwC Securities to the form in which it appears.

APES 225 Valuation Services

This Independent Expert Report has been prepared in accordance with APES 225 *Valuation Services*.

Appendix B Sources of Information

In preparing this Independent Expert's Report, we have had access to and relied upon major sources of information, including:

- Convertible Note Subscription Deeds
- Notice of Meeting (draft dated 23 May 2023)
- Board Papers which include draft Mardie Base Case and interim funding papers
- ASX announcements for BCI
- Mardie Project Base Case Cost & Design Review April 2023
- BCI Report for the Half Year Reports (audited) ended 31 December 2023 and Annual Reports (audited) for the years ended 30 June 2021 and 30 June 2022
- BCI Capital Report (including Performance and Share Rights)
- BCI Shareholder Analysis Report
- Summary of Royalty Portfolio
- Iron Valley Minerals Resources and Ore Reserves
- BCI Equity Raise Presentation
- BCI 3-5 year Business Strategy
- Other information provided by and discussions with management of BCI
- Information obtained from Bloomberg, Capital IQ and IBISWorld Industry Reports; and
- Other publicly available information including information from websites.

We have not performed an audit, review or any other verification of the information presented to us. Accordingly, we express no opinion on the reliability of the information supplied to us.

In forming our opinion, PwC Securities has assumed that:

- matters such as compliance with laws and regulations and contracts in place are in good standing and will remain so and that there are no material legal proceedings, other than as publicly disclosed;
- the information set out in the Notice of Meeting sent by BCI to its shareholders is complete, accurate and fairly presented in all material aspects; and
- the publicly available information relied on by PwC Securities in its analysis was accurate and not misleading.

In addition, PwC Securities assumes no responsibility and offers no legal opinion or interpretation on any issue in respect of legal issues relating to assets, properties, or business interests or issues regarding compliance with applicable laws, regulations and policies.

Appendix C Summary of Valuation Methodologies

There are a number of commonly adopted methodologies that could be used to assess the value of the underlying business (or enterprise value) or equity value of BCI. Widely accepted methodologies include:

- **Discounted cash flow** – This method indicates the value of a business based on the present value of the cash flows that the business can be expected to generate in the future. Such cash flows are discounted at a discount rate (the cost of capital) that reflects the time value of money and the risks associated with the cash flows;
- **Capitalisation of future maintainable earnings** – This method involves multiplying an estimation of a level of sustainable earnings (or profits) of a business by a multiple that is reflective of the underlying risks and growth prospects of the business. The estimation of future maintainable earnings is considered a surrogate for the future cash flows of the business and the process of multiplication is referred as the ‘capitalisation’ of earnings;
- **Net realisable value of assets** – This approach indicates the market value of the equity of an entity by adjusting the asset and liability balances on the subject company’s balance sheet to their market value equivalents. The net assets approach has a number of variants. Typically the approach can be applied using a going concern premise which uses the concept of replacement cost as an indicator of value; and
- **Market based assessments** – Market based assessments relate to the valuation of a business, shares or assets using observed prices at which comparable businesses, shares or assets have been exchanged in arm’s length transactions. This is often the most reliable evidence of market value but in the case of valuation of companies it can be difficult to find directly comparable transactions.

For companies whose shares are publicly traded, the relevant share price is considered indicative of the market value of the shares, if there is sufficient liquidity. However, such market prices usually reflect the prices paid for small parcels of shares and as such do not include a premium for control.

Each methodology is appropriate in certain circumstances and the decision as to which methodology to apply generally depends on the nature of the business being valued, the maturity of the business, commonly adopted approaches used to value similar businesses and the availability of information.

Appendix D Glossary

Term	Definition
\$, AUD or A\$	Australian dollars
ACE	Australian Capital Equity Pty Ltd
AFSL	Australian Financial Services Licence
Al₂O₃	Aluminium oxide
AMN	Agrimin Limited
APES	Accounting Professional and Ethical Standards
ASIC	Australian Securities and Investments Commission
Associate	has the meaning given in the Listing Rules
ASX	Australian Securities Exchange
aTSR	Absolute total shareholder return
AustralianSuper	AustralianSuper Pty Ltd as trustee for AustralianSuper
BCI, you or the Company	BCI Minerals Limited
Board	means the current board of Directors of the Company
CAANZ	Chartered Accountants Australia and New Zealand
CaFe	Calcined iron
CAGR	Compound annual growth rate
CFR	Cost and freight
CIF	Cost, insurance and freight
Convertible Note Subscription Deeds	Agreements between the Company and each of AustralianSuper and Wroxyby, each dated 28 April 2023
Corporations Act	Corporations Act 2001 (Cth)
CY	Calendar Year
Dampier Salt	Dampier Salt Limited
DFS	Definitive feasibility study
Directors	means the directors of the Company
DMIRS	Department of Mines, Industry, Regulation and Safety
DWAE	Department of Water, Agriculture and Environment

Term	Definition
DWER	Department of Water and Environmental Regulation
EBIT	Earnings Before Interest and Tax
EBITDA	Earnings Before Interest, Tax, Depreciation and Amortisation
EFA	Export Finance Australia
EPA	Environmental Protection Authority
EPBC	Environment Protection and Biodiversity Conservation
EV	Enterprise Value
Explanatory Memorandum	means the explanatory memorandum to and forming part of the Notice of Meeting contained in the Notice of Meeting
Fe	Iron
FID	Final investment decision
FMG	Fortescue Metals Group Limited
FOB	Free on board
FSG	Financial Services Guide
FY	Fiscal Year (1 July to 30 June)
General Meeting or Meeting	means the general meeting of the Company to be held on, or about, 23 June 2023
HFR	Highfield Resources Limited
IOH	Iron Ore Holdings Ltd
K₂O	Potassium oxide
KLL or Kalium	Kalium Lakes Limited
Ktpa	Thousand tonnes per annum
Listing Rules	means the official listing rules of ASX and Listing Rule means any one of them
LOI	Loss on Ignition
M or Mm	Millions
Mardie Project or Mardie	BCI's 100% owned Mardie Salt and Potash Project
MIN	Mineral Resources Limited
Mitsui	Mitsui & Co., Ltd
MOP	Muriate of potash, or potassium chloride
MoU	Memorandum of understanding
MRL	Mineral Resources Limited

Term	Definition
Mt	Million tonnes
Mtpa	Million tonnes per annum
NaCl	Sodium chloride
NAIF	Northern Australia Infrastructure Facility
Non-associated Shareholders	means <ul style="list-style-type: none"> a) in relation to resolutions 2 and 3 – all of the holders of ordinary shares in BCI other than AustralianSuper and any of its Associates, and b) in relation to resolutions 4 and 5 – all of the holders of ordinary shares in BCI other than Wroxby and any of its Associates
Noteholder	means a holder of any Convertible Notes from time to time
Notes	Convertible Note to be issued to AustralianSuper and Wroxby
Notice of Meeting	The notice sent to shareholders of BCI containing the explanatory statement required by the Corporations Act
Nullagine JV	The Nullagine Joint Venture between The Pilbara Infrastructure Pty Ltd and BC Iron
OFS	Optimised feasibility study
P	Phosphorus
PFS	Pre-feasibility study
PPA	Pilbara Ports Authority
PPE	Property, plant and equipment
PR	Performance Rights
Proposed Transactions	The proposed issue of Notes to AustralianSuper and Wroxby, including the ability of AustralianSuper and Roxby to convert Notes they hold into ordinary shares in BCI in accordance with the terms of the relevant Convertible Note Subscription Deeds.
PCZM	Prieska Copper Zin Mine (Pty) Ltd
PVC	Polyvinyl chloride
PwC Securities	PricewaterhouseCoopers Securities Ltd
R&R	Mineral resources and ore reserves
Related Party	has the meaning given to that term in the Listing Rules
RG111	Regulatory Guide 111 Content of expert reports
RG112	Regulatory Guide 112 Independence of Experts
rTSR	Relative total shareholder return

Term	Definition
Series 1 Convertible Notes	Convertible Notes issued to AustralianSuper in November 2021 which include the ability of AustralianSuper to convert the notes into ordinary shares in BCI in accordance with the terms of the relevant Convertible Note Subscription Deed
Series 3 Convertible Notes	Convertible Notes issued to AustralianSuper in December 2022 which include the ability of AustralianSuper to convert the notes into ordinary shares in BCI in accordance with the terms of the relevant Convertible Note Subscription Deed
Shareholders	means the holders of shares in BCI
SiO₂	Silicon dioxide
SOP	Sulphate of potash, or potassium sulphate
SPP	Share purchase plan
t	tonne
TPI	The Pilbara Infrastructure Pty Ltd, FMG's subsidiary
TSR	Total shareholder return
US\$ or USD	United States dollars
VWAP	Volume Weighted Average Price
WA	Western Australia
WMT	Wet metric tonnes
Wroxby	Wroxby Pty Limited

Appendix E Financial Services Guide

PricewaterhouseCoopers Securities Ltd

This Financial Services Guide (FSG) is dated 23 May 2023.

About us

PwC Securities (ABN 54 003 311 617, Australian Financial Services Licence No 244572) has been engaged by BCI Minerals Limited to provide a report in the form of an independent expert's report (IER) for inclusion in the Notice of Meeting.

You have not engaged us directly but have been provided with a copy of the IER as a retail client because of your connection to the matters set out in the IER.

This financial services guide

This FSG is designed to assist retail clients in their use of any general financial product advice contained in the IER. This FSG contains information about PwC Securities generally, the financial services we are licensed to provide, the remuneration PwC Securities may receive in connection with the preparation of the IER, and how complaints against us will be dealt with.

Financial services we are licensed to provide

Our Australian Financial Services Licence allows us to provide a broad range of services, including providing financial product advice in relation to various financial products such as securities, interests in managed investment schemes, derivatives, superannuation products, foreign exchange contracts, insurance products, life products, managed investment schemes, government debentures, stocks or bonds and deposit products.

General financial product advice

The IER contains only general financial product advice. It was prepared without taking into account your personal objectives, financial situation or needs.

You should consider your own objectives, financial situation and needs when assessing the suitability of the IER to your situation. You may wish to obtain personal financial product advice from the holder of an Australian Financial Services Licence to assist you in this assessment.

Fees, commissions and other benefits we may receive

PwC Securities charges fees to produce reports, including this IER. These fees are negotiated and agreed with the entity who engages PwC Securities to provide a report. Fees are charged on an hourly basis or as a fixed amount depending on the terms of the agreement with the person who engages us. In the preparation of this Report our fees are charged on a fixed basis and are approximately \$70,000.

Directors, authorised representatives or employees of PwC Securities, PricewaterhouseCoopers (PwC), or other associated entities, may receive partnership distributions, salary or wages from PwC.

Associations with issuers of financial products

PwC Securities and its authorised representatives, partners, employees and associates may from time to time have relationships with the issuers of financial products. For example, PwC may be the auditor of, or PwC Securities may provide financial advisory services to, the issuer of a financial product in the ordinary course of its business.

Complaints

If you have a complaint, please raise it with us first, using the contact details listed below. We will endeavour to satisfactorily resolve your complaint in a timely manner. In addition, a copy of our internal complaints handling procedure is available upon request. If we are not able to resolve your complaint to your satisfaction within 45 days of your written notification, you are entitled to have your matter referred to the Australian Financial Complaints Authority (AFCA), an external complaints resolution service. AFCA can be contacted by calling 1800 931 678. You will not be charged for using the AFCA service.


Contact details


PwC Securities can be contacted by sending a letter to the following address:

Mr Paul Hennessy
Authorised Representative
PricewaterhouseCoopers Securities Ltd
GPO Box D198
PERTH WA 6840



Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 4000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AWST) on Wednesday, 21 June 2023.**

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders should sign.

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

Online:

Lodge your vote online at www.investorvote.com.au using your secure access information or use your mobile device to scan the personalised QR code.

Your secure access information is



Control Number:

PIN:

For Intermediary Online subscribers (custodians) go to www.intermediaryonline.com

By Mail:

Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia

By Fax:

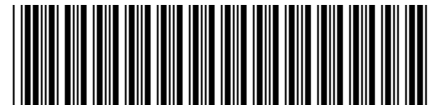
1800 783 447 within Australia or
+61 3 9473 2555 outside Australia



PLEASE NOTE: For security reasons it is important that you keep your SRN/HIN confidential.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

Change of address. If incorrect, mark this box and make the correction in the space to the left. Securityholders sponsored by a broker (reference number commences with 'X') should advise your broker of any changes.



IND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of BCI Minerals Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the General Meeting of BCI Minerals Limited to be held at BCI Minerals Limited, Level 2, 1 Altona Street, West Perth, Western Australia on Friday, 23 June 2023 at 10:00am (AWST) and at any adjournment or postponement of that meeting.

Step 2 Items of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

		For	Against	Abstain
Resolution 1	Election of Ms Gabrielle Bell as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Proposed issue of Notes to AustralianSuper	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of acquisition of relevant interest in Shares by AustralianSuper following conversion of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Proposed issue of Notes to Wroxby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Approval of acquisition of relevant interest in Shares by Wroxby following conversion of Notes	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1

Sole Director & Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

/ /

Date

Update your communication details (Optional)

Mobile Number

Email Address

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

BCI

299719A



Computershare

