

ASX Announcement

22 January 2025

SCHEMES BECOME LEGALLY EFFECTIVE

Further to the announcement made yesterday, **Latin Resources Limited (ASX: LRS) (Latin Resources)** is pleased to confirm that the acquisition of Latin Resources by **Pilbara Minerals Limited (ASX: PLS) (Pilbara Minerals)** by way of a share scheme of arrangement and an option scheme of arrangement (**Schemes**) is now legally effective.¹ It is expected that Latin Resources Shares will be suspended from close of trading today, Wednesday, 22 January 2025.

Latin Resources lodged an office copy of the orders made by the Supreme Court of Western Australia (**Court**) approving the Schemes with ASIC today pursuant to section 411(10) of the *Corporations Act 2001* (Cth). An office copy of the Court orders is attached to this announcement.

KEY DATES

The remaining key dates of the Share Scheme, Option Scheme and Demerger are set out below:

Event	Time and date
Effective date for Share Scheme and Option Scheme	22 January 2025
Last day of trading of Latin Resources Shares	22 January 2025
Demerger record date	7.00 pm (AEDT) 22 January 2025
New Pilbara Minerals Shares expected to commence trading on a deferred settlement basis	23 January 2025
Record date for Share Scheme and Option Scheme	7.00 pm (AEDT) on 28 January 2025
Demerger implementation date	30 January 2025
Implementation date for Share Scheme and Option Scheme	4 February 2025
New Pilbara Minerals Shares expected to commence trading on a normal settlement basis	5 February 2025

¹ Unless the context requires otherwise, capitalised terms used in this announcement have the meanings given in the Scheme Booklet dated and released to ASX on 29 November 2024 (**Scheme Booklet**).

All dates are indicative only. Any changes to the above timetable will be announced through ASX and notified on www.latinresources.com.au.

LATIN RESOURCES INFORMATION LINE

If you have any questions in relation to the Share Scheme, Option Scheme, Demerger or the Scheme Booklet, please contact the Latin Resources Information Line on 1300 521 162 (within Australia) or +61 3 9415 4603 (outside Australia), between 8.30am and 5.30pm (AEDT), Monday to Friday (excluding public holidays in Australia).

This announcement has been authorised for release to ASX by the Board of Latin Resources.

For further information please contact:

Chris Gale

Managing Director

Latin Resources Limited

+61 8 6117 4798

info@latinresources.com.au

www.latinresources.com.au

Fiona Marshall

Senior Communications Advisor

White Noise Communications

+61 400 512 109



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/171/2024

EX PARTE:

**LATIN RESOURCES LIMITED (ACN
131 405 144)**

Plaintiff

**ORDERS OF THE HONOURABLE JUSTICE STRK
MADE ON 21 JANUARY 2025**

UPON THE APPLICATION made by the plaintiff by originating process filed on 6 November 2024, AND AFTER HEARING Mr A Papamatheos SC on behalf of the plaintiff and Ms K Sleiman on behalf of Pilbara Minerals Limited as an interested party to the proceeding, IT IS ORDERED THAT:

1. Pursuant to s 411(4)(b) and, if necessary, s 411(6) of the *Corporations Act 2001* (Cth) (*Corporations Act*):
 - a) a proposed scheme of arrangement between the plaintiff and its members (Share Scheme) as set out on pages 358 to 382 of the third affidavit of David Vilensky sworn on 15 January 2025 (Third Vilensky Affidavit); and
 - b) a proposed scheme of arrangement between the plaintiff and its optionholders (Option Scheme) as set out on pages 383 to 409 of the Third Vilensky Affidavit,(together, the Schemes) are approved.
2. Pursuant to s 411(12) of the *Corporations Act*, the plaintiff is exempted from compliance with s 411(11) in relation to the Schemes.
3. The plaintiff must lodge an office copy of these orders with ASIC as soon as practicable after they are made.
4. There be liberty to apply.

THE COURT NOTES THAT:

1. Pilbara Minerals Limited (ACN 112 425 788) will rely on the Court's approval of the Schemes for the purpose of qualifying for exemption from the registration requirements of the US Securities Act of 1933, provided for by s 3(a)(10) of that Act, in connection with the implementation of, and provision of consideration under, the Schemes.
2. The Court was informed that Pilbara shares are to be offered as scheme consideration and an independent expert report has concluded that the Schemes are in the best interests of the plaintiff's securityholders.
3. The Court held a hearing to determine whether the terms of the proposed Schemes are fair to the plaintiff's securityholders so as to determine whether to approve the terms of the Schemes. As to this, for approval under s 411(4)(b) of the *Corporations Act*, it is necessary for the Court to consider the fairness and reasonableness of the proposed Schemes. The Court has done that and determined that the proposed Schemes are fair and reasonable.
4. The hearing for approval of the proposed Schemes was heard in open court on 21 January 2025. It was open to all securityholders of the plaintiff to attend. Notice of the hearing was provided to all securityholders in accordance with orders of the Court made on 28 November 2024. The date, time and place of the hearing were advertised on the plaintiff's ASX announcements platform and on its website from 14 January 2025. The date of the approval court hearing was also referred to in the Scheme Booklet and other announcements to the ASX.
5. No securityholder of the plaintiff, nor ASIC, gave notice of any intention to appear at the approval court hearing and no securityholders sought leave to appear at the approval court hearing to oppose the approval of the Schemes. There has been produced to the Court a statement in writing by ASIC in accordance with s 411(17)(b) of the *Corporations Act* stating that ASIC has no objection to the Schemes referred to in this order.

BY THE COURT

