



Takeover Offer for Stunalara Shares: Compulsory Acquisition Notice

Inca Minerals Limited (ASX: ICG) (**Inca** or the **Company**) refers to its offer dated 4 March 2025 (**Offer**) in relation to its recommended off-market takeover bid for all of the fully paid ordinary shares in Stunalara Metals Limited (ACN 620 597 506) (**Stunalara**) pursuant to its bidder's statement dated 25 February 2025, as supplemented by the supplementary bidder's statement dated 6 March 2025 (together, the **Bidder's Statement**).

The Offer closed at 5:00pm (AWST) on Friday, 4 April 2025.

Compulsory acquisition

As at 5:00pm (AWST) on 4 April 2025, acceptances were received for 94.13% of the Stunalara shares.

Inca has satisfied the relevant interest thresholds under the *Corporations Act 2001* (Cth) (**Corporations Act**). Inca is entitled to, and intends to proceed with, the compulsory acquisition of any outstanding Stunalara shares in respect of which it has not received acceptances under the Offer pursuant to Part 6A of the Corporations Act.

A notice of compulsory acquisition (**Notice**) has been lodged with ASIC today and will be dispatched to all Stunalara shareholders who have not accepted the Offer as required under the Corporations Act together with a letter informing Stunalara shareholders about the compulsory acquisition procedure (**Letter**).

A copy of the Notice and a sample copy of the Letter are attached to this announcement.

This ASX announcement has been approved and authorised for release by the Board of Inca Minerals Limited.

Investor Enquiries:

Trevor Benson
Chief Executive Officer
(08) 6263 4738
Info@incaminerals.com.au

Peter Taylor
NWR Communications
0412 036 231
Peter@nwrcommunications.com.au

Notice of compulsory acquisition following takeover bid

1. Notice

Description of class of securities to which the bid relates.

To each holder of:

Ordinary Shares

('Bid class Securities')

Name of target company

In

Name ('the Company')

STUNALARA METALS LIMITED

ACN/ARBN/ARSN

620597506

Tick applicable box(es)

- and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

Name of bidder

1. Under a takeover bid offers were made by

Inca Minerals Limited

in respect of the acquisition of Bid Class Securities in the company.

Tick one box

The offers

- closed
- Are scheduled to close

Date offers closed or are scheduled to close on

Date

04/04/2025

[DD/MM/YY]

Tick applicable box(es).
(See subsection 661A(4) and 4A))

2. You are, as at the date of this notice, the holder of one or more of the following

- securities in respect of which the takeover offer was made but have not accepted the offer, (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice— the bidder will acquire your securities under the offer,)
- securities to which the bid related issued after the end of the offer period and before the date of this notice
- securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

Description of securities

Description of securities

- The following securities in the bid class in which the bidder has a relevant interest

Tick one box

3. The bidder gives you notice under subsection 661B(1) of the Corporations Act 2001 ('the Act') that the bidder has become entitled pursuant to subsection

- 661 A(1)
- 661 A(3) of the Act to compulsorily acquire your securities and desires to acquire those securities.

4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.

Date of lodgement

This notice was lodged with ASIC on

Date

07/04/2025

[DD/MM/YY]

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:

Details of alternative terms.

If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:

Set out the terms that will apply

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is later, to apply to the Court for an order that the securities not be compulsorily acquired.

6. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before

Tick one box

- this notice was given.
 the end of the offer period.

7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.

8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Brett Dickson

Capacity

On behalf of the Regulated Entity named in this document as a secretary of that entity

Signature

Brett Dickson

Date signed

07-Apr-2025 17:32

Privacy

The information provided to ASIC in this form may include personal information. Please refer to our privacy policy (www.asic.gov.au/privacy) for information about how we handle your personal information, your rights to seek access to and correct personal information and to complain about breaches of your privacy,

Lodgement

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For personal use only



INCA
MINERALS LTD



7 April 2025

Dear Stunalara Shareholder

OFF-MARKET TAKEOVER BID BY INCA MINERALS LIMITED – COMPULSORY ACQUISITION OF STUNALARA METALS LIMITED

As you may be aware, Inca Minerals Limited (ACN 128 512 907) (**Inca**) made an off-market takeover bid for all of the fully paid ordinary shares in Stunalara Metals Limited (ACN 620 597 506) (**Stunalara**) pursuant to its bidder's statement dated 25 February 2025, as supplemented by the supplementary bidder's statement dated 6 March 2025 (**Offer**).

The Offer closed on Friday, 4 April 2025.

As at 5:00pm (AWST) on 4 April 2025, acceptances were received for 94.13% of the fully paid ordinary shares in the capital of Stunalara (**Stunalara Shares**).

We write to inform you that Inca has acquired:

- (a) a relevant interest in more than 90% of the Stunalara Shares; and
- (b) at least 75% (by number) of the Stunalara Shares that it offered to acquire under the Offer, satisfying the relevant interest thresholds under the Corporations Act 2001 (Cth) (**Corporations Act**).

Accordingly, Inca will now exercise its right to compulsorily acquire the remaining Stunalara Shares in which Inca does not have a relevant interest under the compulsory acquisition provisions of the Corporations Act. The compulsory acquisition will be on the same terms as the Offer.

IF YOU HAVE ACCEPTED INCA'S OFFER, YOU CAN DISREGARD THIS LETTER.

On completion of the compulsory acquisition procedure, Inca will issue to Stunalara the consideration for the Stunalara Shares that it compulsorily acquires. You will then be entitled to claim the consideration from Stunalara. Stunalara will give notice to its shareholders once it has received the consideration and advise as to how you may claim the consideration to which you are entitled. Subject to the Corporations Act, this is expected to occur 6 to 8 weeks after the date of this letter.

We have enclosed a copy of the ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) (**Notice**), which sets out the compulsory acquisition process and your rights as a holder of Stunalara Shares during this process.

Please note that if you cease to hold your Stunalara Shares (because you have sold your Stunalara Shares) the Notice will have no further application to you and, in particular, you will no longer be entitled to undertake the actions under section 661D or 661E of the Corporations Act referred to in the Notice.

Stunalara shareholders that have any questions relating to the Offer or the compulsory acquisition process, should contact Automic on the dedicated line for the Offer on 1300 124 934 (within Australia) or +61 2 8072 1449 (outside Australia) between 6.30AM to 5:00PM (AWST) Monday to Friday or via email at corporate.actions@automicgroup.com.au or their legal, financial or professional advisor

Kind regards

Mr Trevor Benson
Chief Executive Officer
Inca Minerals Limited

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