

XANADU MINES



Lodgement of Supplementary Target's Statement

24 June 2025

Xanadu Mines Ltd (**ASX:XAM, TSX:XAM**) ACN 114 249 026 (**Xanadu** or the **Company**) is pleased to announce that it has lodged with the Australian Securities and Investments Commission and sent to Bastion Mining Pte. Ltd. UEN 202512367N (**Bastion**) a copy of its supplementary target's statement dated 24 June 2025 (**Supplementary Target's Statement**) in response to the off-market takeover bid by Bastion for all of the fully paid ordinary shares in Xanadu.

In accordance with section 647(3)(b)(ii) of the *Corporations Act 2001* (Cth) (as inserted by *ASIC Corporations (Replacement Bidder's and Target's Statements) Instrument 2023/688*), a copy of the Supplementary Target's Statement is attached to this notice.

The Supplementary Target's Statement is available electronically for viewing and downloading at:

- Xanadu's website: www.xanadumines.com
- ASX website: www.asx.com.au

About Xanadu Mines

Xanadu is an ASX and TSX listed Exploration company operating in Mongolia. We give investors exposure to globally significant, large-scale copper-gold discoveries and low-cost inventory growth. Xanadu maintains a portfolio of exploration projects and remains one of the few junior explorers on the ASX or TSX who jointly control a globally significant copper-gold deposit in our flagship Kharmagtai project together with our 50-50 JV partner Zijin Mining Group.

For further information on Xanadu, please visit: www.xanadumines.com or contact:

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This Announcement was authorised for release by Xanadu's Takeover Board Committee.

Forward-Looking Statements

Certain statements contained in this Announcement, including information as to the future financial or operating performance of Xanadu and its projects may also include statements which are 'forward-looking statements' that may include, amongst other things, statements regarding targets, estimates and assumptions in respect of mineral reserves and mineral resources and anticipated grades and recovery rates, production and prices, recovery costs and results, capital expenditures and are or may be based on assumptions and estimates related to future technical, economic, market, political, social and other conditions. These 'forward-looking statements' are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Xanadu, are inherently subject to significant technical, business, economic, competitive, political and social uncertainties and contingencies and involve known and unknown risks and uncertainties that could cause actual events or results to differ materially from estimated or anticipated events or results reflected in such forward-looking statements.

Xanadu disclaims any intent or obligation to update publicly or release any revisions to any forward-looking statements, whether as a result of new information, future events, circumstances or results or otherwise after the date of this Announcement or to reflect the occurrence of unanticipated events, other than required by the *Corporations Act 2001* (Cth) and the Listing Rules of the Australian Securities Exchange (**ASX**) and Toronto Stock Exchange (**TSX**). The words 'believe', 'expect', 'anticipate', 'indicate', 'contemplate', 'target', 'plan', 'intends', 'continue', 'budget', 'estimate', 'may', 'will', 'schedule' and similar expressions identify forward-looking statements.

All 'forward-looking statements' made in this Announcement are qualified by the foregoing cautionary statements. Investors are cautioned that 'forward-looking statements' are not guarantee of future performance and accordingly investors are cautioned not to put undue reliance on 'forward-looking statements' due to the inherent uncertainty therein.

For further information please visit the Xanadu Mines' Website at www.xanadumines.com.

**SUPPLEMENTARY TARGET'S STATEMENT BY
XANADU MINES LIMITED ACN 114 249 026
IN RELATION TO THE OFF-MARKET TAKEOVER BID BY
BASTION MINING PTE LTD UEN 202512367N**

1. Introduction

This document is the first supplementary Target's Statement under section 644 of the *Corporations Act 2001* (Cth) (**Corporations Act**) dated 24 June 2025 (**Supplementary Target's Statement**). It is the first Supplementary Target's Statement issued by Xanadu Mines Limited ACN 114 249 026 (**Xanadu** or the **Company**), in relation to the off-market takeover offer for all of the fully paid ordinary shares in Xanadu (**Offer**) by Bastion Mining Pte Ltd (UEN 202512367N) (**Bastion**).

This document supplements, and should be read together with, the Target's Statement lodged with the Australian Securities and Investments Commission (**ASIC**) on 27 May 2025 (**Target's Statement**).

The definitions and interpretation provisions of the Target's Statement apply to this Supplementary Target's Statement.

A copy of this document was lodged with ASIC and given to ASX on 24 June 2025. Neither ASIC nor the ASX take any responsibility for the content of this Supplementary Target's Statement.

This is an important document and requires your immediate attention. If you are in any doubt as to how to deal with this document you should consult your financial or legal adviser as soon as possible.

2. Extension of Offer Period

Bastion has extended the Offer Period by a period of 14 days, such that the Offer is now due to close at 7.00pm (Sydney time) on **15 July 2025 (New Closing Date)** (unless extended subject to the Corporations Act).

3. Offer now unconditional

On 24 June 2025, Bastion gave notice to Xanadu that the 'Minimum Relevant Interest' Condition had been fulfilled on 23 June 2025 and that accordingly, the Offer was now free of that defeating condition. At the same time, Bastion also gave notice that the Offer, and each contract resulting from acceptance of the Offer, was free from the Conditions.

Accordingly, the Offer is now unconditional.

For those Xanadu Shareholders who validly accepted the Offer prior to 7.00pm (Sydney time) on Monday, 23 June 2025, the Bidder's Statement provides that Bastion will use its best endeavours to pay the consideration for the accepted Shares by Monday, 7 July 2025. For those Xanadu Shareholders who validly accept the Offer at any time from 7.00pm (Sydney time) on Monday, 23 June 2025 until the New Closing Date, the Bidder's Statement provides that Bastion will use its best endeavours to pay the consideration for the accepted Shares within 10 business days of such acceptance.

4. Acceptance of Offer by Major Shareholders

As announced by Xanadu on 17 June 2025, Zijin has accepted the Offer for all shares that it holds in Xanadu.¹ In light of Zijin's decision to accept the Offer, the Takeover Board Committee believes it is now unlikely that a Superior Proposal from an alternative third party will be made.

Additionally, on 23 June 2025, CAAF Ltd, Xanadu's largest independent shareholder accepted the Offer for all shares that it holds in Xanadu.²

In accordance with Bastion's notice declaring the Offer unconditional on 24 June 2025, Bastion holds voting power of 55.65% of Xanadu.

5. Intentions of Directors and key management personnel

The members of the Takeover Board Committee have previously stated their intention to accept the Offer in respect of all of the Xanadu Shares they respectively hold or control,³ in the absence of a Superior Proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to Non-Associated Xanadu Shareholders.

On 20 June 2025, the following Directors and key management personnel (**Intending Shareholders**), who together hold a Relevant Interest in the Company of 5.25%,⁴ delivered additional shareholder intention statements to Xanadu (**Additional Shareholder Intention Statements**):

- (a) Colin Moorhead (Executive Chairman and Managing Director);⁵
- (b) Michele Muscillo (Non-Executive Director);⁶
- (c) Ganbayar Lkhagvasuren (Executive Director & Country Manager);⁷ and
- (d) Spencer Cole (Chief Development Officer & Chief Financial Officer).⁸

Under the Additional Shareholder Intention Statements, the Intending Shareholders now state their intention to accept, or procure the acceptance of, the Offer, for all Shares they hold on or before **4.00pm (AEST) on 1 July 2025**, subject to there being no Superior Proposal and subject to the Independent Expert continuing to conclude that the Offer is fair and reasonable to Non-Associated Xanadu Shareholders.

¹ By way of its subsidiary, Jinping (Singapore) Mining Pte. Ltd, which holds a Relevant Interest of 15.70% of Xanadu.

² Representing a Relevant Interest of 9.89% of Xanadu.

³ The intention of the Takeover Board Committee was disclosed in section 6.8(b) of the Target's Statement. The Takeover Board Committee together hold a Relevant Interest of 2.78% in Xanadu.

⁴ Excluding the Relevant Interest held by Ganbayar Lkhagvasuren in Xanadu by virtue of his non-controlling 25% economic interest in Bastion (see section 5.2(a) of the Target's Statement).

⁵ Mr Moorhead holds 37,440,000 Shares (1.63% Relevant Interest) as at the date of this document.

⁶ Mr Muscillo holds 13,319,981 Shares (0.58% Relevant Interest) as at the date of this document.

⁷ Mr Lkhagvasuren holds 44,228,329 Shares (1.93% Relevant Interest) as at the date of this document (see footnote 4).

⁸ Mr Cole holds 25,205,000 Shares (1.10% Relevant Interest) as at the date of this document.

6. Authorisation

This Supplementary Target's Statement was approved by a resolution passed by the Takeover Board Committee on behalf of the Xanadu Board.

Dated 24 June 2025

Signed for and on behalf of **Xanadu Mines Limited**.



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Colin Moorhead
Executive Chairman and Managing Director

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