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Australian Government
Takeovers Panel

MEDIA RELEASE

No: TP26/046

Wednesday, 22 July 2026

Cygnus Metals Limited – Panel Receives Application

The Panel has received an application from Foboce Pty Ltd and Natalie Obrart in relation to the affairs of Cygnus Metals Limited (**Cygnus**). Cygnus is currently the subject of a proposed acquisition by Central Asia Metals PLC (**CAML**) by way of a scheme of arrangement.

Details of the application, as submitted by the applicants, are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

Cygnus is an ASX-listed company (ASX code: CY5) with copper, gold, and lithium assets in Canada and Western Australia.

CAML is a company listed on the Alternative Investment Market of the London Stock Exchange (AIM code: CAML) which is a base metals producer with operations in Europe and Central Asia.

The applicants are shareholders of Cygnus.

On 2 June 2026, Cygnus announced that it and CAML had entered into a scheme implementation deed (**SID**) in relation to the proposed acquisition by CAML of all of the fully paid ordinary shares in Cygnus for 0.06 CAML shares per Cygnus share. The SID contains exclusivity provisions, including no-shop, no-talk and no-due diligence, a notification obligation and a matching right in favour of CAML, and reciprocal break fee provisions.[1]

The 2 June 2026 announcement stated (among other things) that:

- four shareholders of Cygnus (together with each of their respective associates), including Ocean Partners Holdings Limited, who together currently own

[1] The amount of the break fee, should it become payable, is approximately A$2.3 million

and/or control the votes in relation to approximately 29% of Cygnus shares have indicated their intention to vote all of the Cygnus shares that they hold in favour of the scheme in the absence of a superior proposal emerging and subject to an independent expert concluding that the scheme is in the best interests of Cygnus shareholders. The announcement also stated (in summary) that two of those shareholders (together with their respective associates) have confirmed that they will not dispose of their Cygnus shares until the earlier of the scheme meeting[2] or the date that is four months from the date of their intention statement and

- CAML had entered into a call option deed (**Call Option Deed**) with Ocean Partners Holdings Limited and Ocean Partners UK Limited (together, **Ocean Partners**) in respect of their relevant interests in 9.9% (in aggregate) of Cygnus shares. The call option provides CAML with the right to acquire the relevant Cygnus shares held by Ocean Partners for 0.06 CAML shares per Cygnus Share if:
  - Cygnus has received a competing proposal or any person (including Cygnus) publicly announces a competing proposal and
  - the Cygnus board has announced that a competing proposal is a superior proposal.

The 2 June 2026 announcement also referred to a preliminary economic assessment (**PEA**) of the initial evaluation and potential development of Cygnus' Chibougamau Copper-Gold Project in Quebec and stated (among other things) that "*Cygnus is not able to disclose the outcomes of the PEA*" as "*there is not considered to be sufficiently reasonable grounds for the production targets and forecast financial information disclosed in the PEA*". The announcement also stated that "*CAML will… complete an updated PEA and progress further feasibility studies in due course leading to project development.*"[3]

The applicants submit that Mr Brent Omland, one of the non-executive directors of Cygnus, is also a director of Ocean Partners Holdings Limited and that the market has not been informed of Mr Omland's "*dual role in respect of the Scheme or any conflict management protocols that were put in place in respect of Mr Omland's dual role*".

The applicants further submit (among other things) that:

- there are "*anti-competitive*" deal protection mechanisms including the shareholder intention statements (and no disposal undertakings) and Call Option Deed which "*lock up the SID vote*" such that (among other things) potential competitive bidders are "*structurally dissuaded or prevented from making*

[2] Under the indicative timetable set out in the 2 June 2026 announcement, the scheme meeting is scheduled for mid-September 2026

[3] In Cygnus' Quarterly Activities Report announced to ASX on 27 October 2025, it was stated (among other things) that "*…Cygnus will update the May 2022 PEA to today's standards with completion expected in the March 2026 quarter…*"

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a superior proposal" and minority shareholders are structurally "*coerced*" to accept CAML's proposal

- the reciprocal break fee is at the "*outer limit*" of the Panel's 1% guideline
- there is a material market information deficiency arising from Cygnus withholding from the market its updated PEA in relation to the Chibougamau Project and
- the deal protection mechanisms and market information deficiency have a mutually reinforcing and compounding effect to prevent the scheme from taking place in a competitive and informed market as required by section 602(a).

The applicants do not seek any interim orders.

The applicants seek final orders including (in summary):

- Cygnus disclose Mr Omland's roles within Ocean Partners and the process undertaken by the Cygnus board to manage conflicts of interest in relation to its consideration of the scheme
- Cygnus release the updated PEA for the Chibougamau Project and that the scheme meeting not be held earlier than that assessment is released
- Cygnus directors "*who have provided pre-commitments to vote in favour of the [s]cheme and [Ocean Partners] be required to vote their shares in the same proportion as the votes cast by independent Cygnus shareholders at the scheme meeting, or alternatively that such pre-commitments be declared unenforceable*" and
- CAML be restrained from exercising the call option, or alternatively that the Call Option Deed be cancelled.

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