

31 October 2024

To Shareholders

Dear Sir/Madam

**Calidus Resources Limited (Subject to Deed of Company Arrangement) (ACN 006 640 553)
(Company)**

1. We are writing to you as a shareholder of the Company.
2. Please read this letter as it contains important information about the proposed transfer of all of your shares in the Company for no consideration.
3. On 28 June 2024, Hayden Leigh White and Daniel Hillston Woodhouse (“Deed Administrators”) were appointed as joint and several voluntary administrators of the Company, pursuant to section 436A of the *Corporations Act 2001* (Cth) (“the Corporations Act”).
4. Subsequently, at meetings convened on 27 September 2024, the creditors of the Company voted in favour of a resolution for the Company to enter into a deed of company arrangement (“DOCA”). On 9 October 2024, that DOCA was executed by the Deed Administrators (in their former capacities as voluntary administrators), the Company and the proponent of the DOCA, West Coast Gold Pty Ltd (ACN 680 364 354) (“DOCA Proponent”).
5. The Deed Administrators confirmed that the initial conditions precedent of the DOCA have been satisfied or waived.

Section 444GA Application to Court

6. The DOCA Proponent has elected to acquire all of the shares in the Company rather than acquire the shares in its wholly owned subsidiaries, Keras (Pilbara) Gold Pty Ltd ACN 169 795 037 and Calidus Blue Spec Pty Ltd ACN 643 467 501.
7. It is a condition of the DOCA that if the Proponent makes that election, the Deed Administrators obtain a court order pursuant to 444GA of the Corporations Act. The Section 444GA court order will allow the Deed Administrators to transfer 100% of the shares in the Company (“Shares”) to the DOCA Proponent or its nominees(s).
8. On 25 October 2024 the Deed Administrators commenced COR 166 of 2024 by applying to the Supreme Court of Western Australia (“Court”) seeking, amongst other things, orders under section 444GA of the Corporations Act, providing for the transfer of the Shares (“Section 444GA Orders”).

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9. By way of that application, the Deed Administrators also seek an order pursuant to section 447A(1) of the Corporations Act, alternatively section 90-15 of the IPSC, dealing with the mechanics of the transfer.
10. A directions hearing is scheduled for 3 December 2024 at 9.45am (AWST). The Section 444GA Orders will not be made at that directions hearing.
11. Shareholders are entitled to be heard in relation to the application, including at the directions hearing on 3 December 2024. If you wish to be heard by the Court, you must enter an appearance by 2pm (AWST) on 2 December 2024.
12. The substantive hearing, at which the Court will determine whether to make the section 444GA Orders, is listed for 10am (AWST) on 16 December 2024.
13. If the Court makes the Section 444GA Orders, then 100% of the Shares will be transferred to the DOCA Proponent or its nominee for no consideration.
14. The application for the Section 444GA Orders is made on the basis that the Shares are of no value.
15. In order to determine the value of the Shares, the Deed Administrators have engaged an expert to prepare a report setting out the likely return to shareholders if the Court refuses to make the Section 444GA Orders and the Company is placed into liquidation ("Expert Report").

Next steps

16. The Deed Administrators will make available to shareholders the Expert Report and an explanatory statement describing the section 444GA process.
17. It is expected that the Expert Report and explanatory statement will be available for download from the following website, from before or on 28 November 2024:
<https://www.fticonsulting.com/creditors/calidus-resources-group>
18. It is highly recommended that from 28 November 2024 onwards you regularly review this website, as the Deed Administrators intend to upload additional relevant documents to it, including orders made by the Court. A copy of the Expert Report and explanatory statement can also be emailed to you upon request, free of charge.

Your rights as shareholders

19. If you have any concerns, objections or questions in relation to the section 444GA process, please contact the Deed Administrators as soon as possible by calling the Calidus Admin Team on 08 9321 8533 or by emailing calidus.creditors@fticonsulting.com.

20. Shareholders have the right to provide the Deed Administrators with their views on the hearing in relation to the Section 444GA Orders. Please do so in writing so the Deed Administrators can provide your views to the Court, for the Judge's attention.
21. You can also instruct a barrister or lawyer to appear on your behalf at the hearing. If you propose to take either of these steps, please provide a copy of your correspondence, or notice of your intention to appear at the hearing to the Deed Administrators, by no later than 2pm (AWST) on 2 December 2024, by way of email to calidus.creditors@fticonsulting.com.
22. If you do not enter an appearance by the deadline of 2pm (AWST) on 2 December 2024, the Court may determine that you are not entitled to be heard at any subsequent hearings including at the final hearing listed at 10am AWST on 16 December 2024.

Yours faithfully



Hayden White

Joint and several Deed Administrator