

17 May 2022

Circular to creditors and shareholders

Heron Resources Limited ACN 068 263 098 (Subject to Deed of Company Arrangement) Section 444GA Order Made

Christopher Hill, David McGrath and Michael Ryan in their capacity as administrators (“**Deed Administrators**”) of the Deed of Company Arrangement (“**DOCA**”) proposed by Develop Global Limited (“**DEVELOP**”) and executed on 25 February 2022 in relation to Heron Resources Limited (Subject to Deed of Company Arrangement) (“**Heron**”) and its subsidiaries as listed in Schedule 1 (all Subject to Deed of Company Arrangement) (collectively “**the Group**”) refer to:

- the circular to Heron creditors and shareholders dated 8 April 2022 in relation to the application for leave from the Supreme Court of New South Wales pursuant to section 444GA(1)(b) of the *Corporations Act 2001* (Cth) (“**Act**”) to permit the Deed Administrators to transfer all of the issued shares in Heron to DEVELOP (or its nominee) (“**Section 444GA Application**”);
- the explanatory statement dated 8 April 2022 in relation to the Section 444GA Application; and
- the previous ASX announcements on 3 May 2022 and 12 May 2022 advising the date and time of the final hearing of the Section 444GA Application.

The Section 444GA Application was heard on 16 May 2022 by Justice Richmond in the Supreme Court of New South Wales. His Honour made orders, among other things, granting leave to the Deed Administrators to transfer all of the Heron shares from the current shareholders to DEVELOP or its nominee (“**Section 444GA Order**”).

A copy of his Honour’s orders and reasons will be made available on the FTI Consulting website in the “Public Documents” section at: <https://www.fticonsulting.com/creditors/heron-resources-limited-and-its-subsidiaries>.

Next steps

DEVELOP has confirmed that it, and not a nominee, will be the recipient of all issued shares in Heron to be transferred pursuant to the Section 444GA Order.

The transfer of all the issued shares in Heron to DEVELOP will occur following satisfaction of all conditions precedent to the DOCA. The Deed Administrators expect the last outstanding condition precedent to the DOCA, being the Australian Securities and Investments Commission granting relief for the purposes of section 606 of the Act for the transfer of shares in accordance with the Section 444GA Order, to be satisfied shortly.

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Once that condition precedent is satisfied:

- the creditors' trust will be established in accordance with the terms of the creditors' trust deed executed on 25 February 2022, and all trust funds will be settled in the creditors' trust;
- the release of creditors' claims as outlined in the DOCA will become effective;
- the Deed Administrators will remove the existing directors and officers of Heron and its subsidiaries, and replace them with directors and officers nominated by DEVELOP;
- the Deed Administrators will transfer all the issued shares in Heron to DEVELOP; and
- the Deed Administrators will issue a notice to DEVELOP and certain secured creditors specified in the DOCA confirming that all conditions precedent to the DOCA have been satisfied and that, following issue of the notice, the DOCA will terminate.

Following termination of the DOCA, control of Heron and its subsidiaries will revert to their directors.

Yours faithfully

Heron Resources Limited ACN 068 263 098 (Subject to Deed of Company Arrangement)



David McGrath
Deed Administrator

SCHEDULE 1
SCHEDULE OF COMPANIES
(ALL SUBJECT TO DEED OF COMPANY ARRANGEMENT)

Company Name	ACN
Heron Resources Limited	068 263 098
Hampton Nickel Pty Limited	100 180 498
Ochre Resources Pty Limited	112 833 351
Tarago Exploration Pty Ltd	115 529 112
Tarago Operations Pty Ltd	127 810 413
Woodlawn Mine Holdings Pty Ltd	612 657 164