



IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/163/2024

EX PARTE:

**WOODHOUSE WARWICK AND WHITE as
joint and several administrators of
PANORAMIC RESOURCES LIMITED
(SUBJECT TO DEED OF COMPANY
ARRANGEMENT) (RECEIVERS AND
MANAGERS APPOINTED) (ACN 095 792 288)
-and-**

First Plaintiff

**PANORAMIC RESOURCES LIMITED
(SUBJECT TO DEED OF COMPANY
ARRANGEMENT) (RECEIVERS AND
MANAGERS APPOINTED) (ACN 095 792 288)**

Second Plaintiff

**ORDERS OF JUSTICE HILL
MADE ON 30 OCTOBER 2024**



IT IS ORDERED that:

Leave to amend

1. The Plaintiffs be granted leave to amend their originating process dated 25 October 2024 in the form annexed at "Annexure A".

Final hearing

2. The Application be listed for a substantive hearing on 19 December 2024 at 10.00am.

Notice of the Application

3. By 4.00pm on 5 November 2024, the First Plaintiffs are to give notice of this Application to the creditors (Creditors) and members (Shareholders) of the Second Plaintiff by:
 - (a) causing a copy of the notice substantially in the form of attachment "DHW-12" to the affidavit of Daniel Hillston Woodhouse affirmed 29 October 2024 (Second Woodhouse Affidavit) to be:
 - (i) uploaded to the website maintained by the First Plaintiffs at <https://www.fticonsulting.com/creditors/panoramic-group> (FTI Portal);

- (ii) dispatched to each Shareholder (as recorded in the Second Plaintiff's register of members) by:
 - (A) in the case of each Shareholder who has elected to receive shareholder communications from the Second Plaintiff electronically (Email Shareholder), email to the Email Shareholder's nominated address;
 - (B) in the case of each other Shareholder who is not an Email Shareholder (Postal Shareholder):
 - (1) pre-paid or ordinary post, in respect of each Postal Shareholder who has a registered address in Australia;
 - (2) pre-paid airmail or air courier, in respect of each Postal Shareholder who has a registered address outside of Australia;
- (iii) dispatched to each Creditor known to the First Plaintiffs by:
 - (A) email, to the extent that the First Plaintiffs have been provided with an email address for the Creditor (if any); or
 - (B) post, to the extent that the First Plaintiffs have been provided with a postal address for the Creditor (if any) (and no email address has been provided by the Creditor);
- (b) causing a copy of the notice substantially in the form of attachment "DHW-13" to the Second Woodhouse Affidavit to be published in the following newspapers at least once between the date of these orders and 29 November 2024:
 - (i) The Australian Financial Review;
 - (ii) The West Australian; and
 - (iii) any other newspaper that the First Plaintiffs consider appropriate.

Interested parties

- 4. Any person with a sufficient interest who wishes to be heard in relation to this Application must file and serve on the First Plaintiffs and ASIC a notice of appearance (in the prescribed form) indicating (where applicable) any grounds of opposition to this Application by no later than 4.00pm (AWST) on 11 December 2024.
- 5. Any person who is entitled to oppose this Application pursuant to section 444GA(2) of the Corporations Act 2001 (Cth) apply to intervene or be joined as a defendant to this proceeding by no later than 4.00pm on 11 December 2024.

Further evidence and submissions

- 6. By 4.00pm (AWST) on 13 December 2024, the Plaintiffs file:
 - (a) any further affidavit evidence upon which they intend to rely; and
 - (b) an outline of submissions in support of this Application.

Liberty to apply

- 7. The Plaintiffs and any other person with an interest in this proceeding have liberty to apply on 48 hours' written notice.

Costs

8. Costs in the cause.

BY THE COURT

A handwritten signature in blue ink, consisting of a stylized 'J' followed by a loop and a horizontal stroke.

THE HONOURABLE JUSTICE J HILL

ANNEXURE A

IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR 163 of 2024

IN THE MATTER OF PANORAMIC RESOURCES LIMITED (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS APPOINTED) (ACN 095
792 288)

EX PARTE

WOODHOUSE, WARWICK AND WHITE IN THEIR CAPACITIES
AS JOINT AND SEVERAL DEED ADMINISTRATORS OF
PANORAMIC RESOURCES LIMITED (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS
APPOINTED) (ACN 095 792 288)

First Plaintiffs

PANORAMIC RESOURCES LIMITED (SUBJECT TO DEED OF
COMPANY ARRANGEMENT) (RECEIVERS AND MANAGERS
APPOINTED) (ACN 095 792 288)

Second Plaintiff

MINUTE OF AMENDED ORIGINATING PROCESS PURSUANT TO CORPORATIONS ACT
2001 (Cth)

Case Manager: The Honourable Justice Hill

Date of document: **25 30** October 2024

Filed on behalf of: The Plaintiffs

Date of filing: **25 30** October 2024

Prepared by:

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A. DETAILS OF APPLICATION

This application is made under sections 444GA and 447A of the *Corporations Act 2001* (Cth) (**Act**) and section 90-15 of the *Insolvency Practice Schedule (Corporations)* at Schedule 2 of the Act (**Application**).

The First Plaintiffs, Daniel Hillston Woodhouse, Kathryn Guinivere Warwick and Hayden Leigh White, in their capacities as joint and several deed administrators (**Deed Administrators**) of the deed of company arrangement dated 23 October 2024 (**DOCA**) executed by (among others) the Second Plaintiff, Panoramic Resources Limited (Subject to Deed of Company Arrangement) (Receivers and Managers Appointed) (ACN 095 792 288)

(**Panoramic**), seek (among other things) orders pursuant to section 444GA(1)(b) of the Act to transfer all of the existing shares in Panoramic (**Shares**) to Zeta Resources Limited (ARBN 162 902 481) (**Zeta**) (or its nominee) in accordance with the DOCA.

On the facts stated in the supporting affidavit(s) to be filed in these proceedings, the Plaintiffs seek the following orders and directions:

PROCEDURAL ORDERS

Final hearing of the Application

- 1 An order that this Application be listed for a final hearing on a date convenient to the Court between 18 - 20 December 2024.

Notice

- 2 Directions as to the provision of notice of this Application to the creditors and members of Panoramic, and to ASIC.

Interested parties

- 3 An order that any person who wishes to be heard in relation to this Application file and serve on the Plaintiffs and ASIC a notice of appearance (in the prescribed form) indicating (where applicable) the grounds of opposition to this Application by no later than 4:00pm (AWST) on 11 December 2024.

- 4 Any person who is entitled to oppose this Application pursuant to section 444GA(2) of the Act apply to intervene or be joined as a defendant to this proceeding by no later than 4.00pm on 11 December 2024.

Further evidence and submissions

- 5 An order that, by 4:00pm (AWST) on 13 December 2024, the Plaintiffs file:
 - (a) any further evidence upon which they intend to rely on; and
 - (b) an outline of submissions in support of this Application.

Liberty to apply

- 6 An order that the Plaintiffs and any other person with an interest in this proceeding have liberty to apply on 48 hours' written notice.

SUBSTANTIVE ORDERS

- 7 An order pursuant to section 444GA(1)(b) of the Act that the Deed Administrators be granted leave to transfer the Shares in the capital of Panoramic from its members to Zeta (or its nominee) in accordance with the terms of the DOCA, subject to:
- (a) the ASIC granting Panoramic relief from complying with section 606 of the Act pursuant to section 655A of the Act;
- (b) the conditions precedent in clause 9.1 of the DOCA being satisfied or waived; and
- (c) the Deed Administrators effectuating the arrangement under the DOCA.
- 8 An order pursuant to section 447A(1) of the Act, and section 90-15 of the IPS that any of the Deed Administrators may, jointly or severally, in their capacity as Deed Administrators:
- (a) execute share transfer forms and any other documents ancillary or incidental to effecting the transfer of the Shares referred to in paragraph 8; and
- (b) enter or procure the entry of the name of Zeta (or its nominee) into the share register of Panoramic in respect of all Shares transferred to Zeta (or its nominee) in accordance with paragraph 8.
- 9 The Deed Administrators' costs of, and incidental to, this Application be costs and expenses in the deed administration of Panoramic.
- 10 Such further or other orders or directions as to the Court considers appropriate.

Date: ~~25~~ 30 October 2024

Signed by Tim O'Leary

Gilbert + Tobin

Solicitors for the First and Second Plaintiffs

B. NOTICE TO DEFENDANT(S) (IF ANY)

N/A

C. APPLICATION FOR WINDING-UP ON GROUND OF INSOLVENCY

N/A

D. FILING

Date of filing: ~~25~~ 30 October 2024

Principal Registrar

This originating process is filed by Gilbert + Tobin, solicitors for the First and Second Plaintiffs.

E. SERVICE

The Plaintiff's address for service is:

c/- Gilbert + Tobin
Level 16, Brookfield Place Tower 2
123 St Georges Terrace
Perth WA 6000
Attention: Tim O'Leary

The email address for service of the Plaintiff is: toleary@gtlaw.com.au

Notice of the Application will be given to ASIC and to the members and shareholders of Panoramic in accordance with directions to be sought in these proceedings.