

## Notice of Initial Substantial Holder and Disclosure under Takeovers Panel Guidance Note 20 – Equity Derivatives

New Century Resources Limited (**ASX:NCZ**) (**New Century**) advises that it has received the attached Form 603 notice (**Substantial Shareholder Notice**) from Luminus Management LLC, Luminus Partners LP and 913 Holdings GP LLC (together, **Luminus Parties**).

New Century has also received the attached notice from Luminus Management, LLC, as investment manager of Luminus Energy Partners Master Fund Ltd, Luminus Capital Partners Master Fund LP and Luminus Special Opportunities II Master Fund Ltd (the **Funds**) which was provided to New Century pursuant to the Australian Takeovers Panel Guidance Note 20 – Equity Derivatives (**GN20 Notice**). The GN20 Notice discloses the long positions the Funds hold in New Century shares via equity swap derivatives.

The number of shares to which the derivatives relate in the GN20 Notice, when aggregated with the number of shares in which the Luminus Parties hold a direct interest in the Substantial Shareholder Notice, **equate to 18.3% of New Century shares**.

This announcement is approved for release by the Managing Director of New Century.

### Further Information:

#### **New Century Resources**

Patrick Walta  
Managing Director  
P: + 61 3 9070 3300  
E: [info@newcenturyresources.com](mailto:info@newcenturyresources.com)

#### **New Century Resources Limited**

Level 4, 360 Collins Street  
Melbourne, Victoria, Australia 3000  
E: [info@newcenturyresources.com](mailto:info@newcenturyresources.com)  
W: [www.newcenturyresources.com](http://www.newcenturyresources.com)

#### **Media Enquiries**

Shane Goodwin  
Head of Corporate Affairs  
P: + 61 434 039 106  
E: [sgoodwin@newcenturyresources.com](mailto:sgoodwin@newcenturyresources.com)

#### **Follow us on:**



## Form 603

Corporations Act 2001  
Section 671B

### Notice of initial substantial holder

To Company Name/Scheme New Century Resources Ltd

ACN/ARSN 142 165 080

#### 1. Details of substantial holder (1)

Name Luminus Management LLC (**Luminus Management**), Luminus Partners LP (**Luminus Partners**) and 913 Holdings GP LLC (**913 Holdings**)

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 03 / 11 / 2021

#### 2. Details of voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Persons' votes (5)	Voting power (6)
Fully Paid Ordinary Shares ( <b>Shares</b> )	87,664,430	87,664,430	6.2% (based on 1,423,271,738 Shares on issue)

#### 3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Luminus Management	Relevant interest in the Shares under section 608(1) of the Corporations Act 2001 Cth ( <b>Corporations Act</b> ) arising from having the power to control the exercise of the right to vote attached to the Shares and/or control the exercise of the power to dispose of the Shares by virtue of its appointment as investment manager of each of Luminus Energy Partners Master Fund LP (in respect of 32,545,350 Shares), Luminus Capital Partners Master Fund LP (in respect of 22,571,280 Shares) and Luminus Special Opportunities II Master Fund Ltd (in respect of 32,547,800 Shares).	87,664,430 Shares
Luminus Partners	Relevant interest under section 608(3) of the Corporations Act as Luminus Partners controls Luminus Management.	87,664,430 Shares
913 Holdings	Relevant interest under section 608(3) of the Corporations Act as 913 Holdings controls each of Luminus Partners and Luminus Management.	87,664,430 Shares

#### 4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
Luminus Management, Luminus Partners and 913 Holdings	Luminus Energy Partners Master Fund Ltd	Luminus Energy Partners Master Fund Ltd	32,545,350 Shares
Luminus Management, Luminus Partners and 913 Holdings	Luminus Capital Partners Master Fund LP	Luminus Capital Partners Master Fund LP	22,571,280 Shares
Luminus Management, Luminus Partners and 913 Holdings	Luminus Special Opportunities II Master Fund Ltd	Luminus Special Opportunities II Master Fund Ltd	32,547,800 Shares

## 5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Luminus Special Opportunities II Master Fund Ltd	02 / 11 / 2021	\$566,234.25		3,706,762 Shares
Luminus Special Opportunities II Master Fund Ltd	03 / 11 / 2021	\$450,360.00		3,000,000 Shares
Luminus Energy Partners Master Fund Ltd	03 / 11 / 2021	\$3,080,575.71		19,874,682 Shares
Luminus Capital Partners Master Fund LP	03 / 11 / 2021	\$1,698,257.50		10,956,500 Shares
Luminus Special Opportunities II Master Fund Ltd	03 / 11 / 2021	\$1,223,093.07		7,890,923 Shares

## 6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
Luminus Management, Luminus Partners and 913 Holdings	Each of Luminus Management, Luminus Partners and 913 Holdings are associates pursuant to section 12(2)(a) of the Corporations Act.

## 7. Addresses

The addresses of persons named in this form are as follows:

Name	Address
Luminus Energy Partners Master Fund Ltd, Luminus Capital Partners Master Fund LP, Luminus Special Opportunities II Master Fund Ltd, Luminus Management, Luminus Partners and 913 Holdings	1700 Broadway, 16th Floor, New York, NY 10019

## Signature

print name Jonathan Barrett capacity President of Luminus Management LLC  
sign here  date 05/11/2021

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".

- (9) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
-



**Luminus Management, LLC**  
1700 Broadway, 16<sup>th</sup> Floor  
New York, NY 10019  
Phone (212) 424-2800 Fax (212) 424-2801

5 November 2021

Mr Tom Wilcox  
Company Secretary  
New Century Resources Limited  
Level 4, 360 Collins St,  
Melbourne VIC 3000

Dear Mr Wilcox,

**Equity Derivatives of Luminus Management, LLC in New Century Resources Limited**

We refer to Guidance Note 20: Equity Derivatives (**Guidance Note**) issued by the Australian Takeovers Panel. Terms not defined in this notice have the meaning given to them in the Guidance Note.

Luminus Management, LLC (**Luminus**), as investment manager of Luminus Energy Partners Master Fund Ltd, [Luminus Capital Partners Master Fund LP and Luminus Special Opportunities II Master Fund Ltd (the **Funds**), discloses the below information on behalf of the Funds, as at the date of this letter, under the Guidance Note.

Luminus consents to New Century Resources Limited releasing the information contained in this formal disclosure to the ASX. Please provide confirmation to us once this has been released to the ASX.

Identity of the taker:	Luminus Energy Partners Master Fund Ltd	Luminus Capital Partners Master Fund LP	Luminus Special Opportunities II Master Fund Ltd
Relevant security:	Fully paid ordinary shares in New Century Resources Limited ( <b>Shares</b> ).		
Price (including reference price, strike price, option price etc as appropriate):	Not applicable.		
Entry date and number of securities to which the derivative relates:	Number of Shares to which derivatives relate as at 3 November 2021: 100,557,753 (7.1%%)	Number of Shares to which derivatives relate as at 3 November 2021: 44,098,940 (3.1%)	Number of Shares to which derivatives relate as at 3 November 2021: 27,005,408 (1.9%)
Type of derivative (e.g. contract for difference, cash settled put or call option):	Cash settled equity swap.		
Any material changes to information previously disclosed to the market:	No information previously disclosed.		

Long equity derivative positions and relevant interests held by the taker and its associates:	The Funds have no other associates with a long equity derivative position or relevant interest in the company.		
Short equity derivative positions that offset physical positions:	None.		
Short positions of more than 1% that have been acquired after a long position is disclosed, whether by notice or substantial holding notice:	None.		
Number of physical securities in respect to which each Fund is the registered holder:	Number of Shares: 32,545,350 (2.3%)	Number of Shares: 22,571,280 (1.6%)	Number of Shares: 32,547,800 (2.3%)

Yours sincerely,



Jonathan Barrett  
President  
**Luminus Management, LLC**