

29 JULY 2022

## RESULTS OF FIRST COURT HEARING

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### HIGHLIGHTS

- ▶ The Supreme Court of Western Australia makes orders convening the Scheme Meeting and approving the dispatch of the Scheme Booklet
- ▶ The Scheme Booklet will be dispatched to Oklo shareholders on Tuesday, 2 August 2022
- ▶ The Scheme Meeting will be held in person and virtually at 10:00am (AEST) on Thursday, 1 September 2022
- ▶ The independent expert concludes that the Scheme is fair and reasonable and in the best interests of Oklo shareholders, in the absence of an Oklo Superior Proposal
- ▶ Oklo's directors unanimously recommend that Oklo shareholders vote in favour of the Scheme, in the absence of an Oklo Superior Proposal and subject to the Independent Expert continuing to conclude that the Scheme is in the best interests of Oklo Shareholders<sup>1</sup>

Oklo Resources Limited ("Oklo" or "the Company") refers to the proposed acquisition of Oklo by B2Gold Corp. ("B2Gold") pursuant to a scheme of arrangement ("**Scheme**") previously announced to ASX on 26 May 2022.

### COURT ORDERS

The Supreme Court of Western Australia ("**Court**") has made orders:

- approving the dispatch of the scheme booklet containing information about the Scheme, together with the notice of Scheme Meeting (together, the "**Scheme Booklet**"), to Oklo shareholders; and
- that Oklo convene a meeting of Oklo shareholders to consider and, if thought fit, approve the Scheme ("**Scheme Meeting**").

<sup>1</sup> The Oklo directors have an interest in Oklo shares and also hold or have an interest in Oklo options with a nil exercise price. Mr Simon Taylor holds 7,000,000 Oklo options, Mr Madani Diallo holds 2,500,000 Oklo options and Mr Mark Connelly holds 466,667 Oklo options and these options automatically vest upon Court approval of the Scheme. Despite the Oklo directors' personal interests in the outcome of the Scheme, the Oklo directors consider that, given the importance of the Scheme and their obligations as directors, it is important and appropriate for them to provide a recommendation to Oklo Shareholders in relation to the Scheme. Further details of the Oklo directors' recommendation and interests in relation to the Scheme are included in the Scheme Booklet to be released by Oklo.

## SCHEME MEETING

The Scheme Meeting for Oklo shareholders to consider and, if thought fit, approve the proposed Scheme will be held at Thomson Geer, Level 14, 60 Martin Place, Sydney NSW 2000 at 10:00am (AEST) on Thursday, 1 September 2022. The Scheme Meeting will be held in person and electronically via an online platform.

Details of how to access the online platform and participate in the Scheme Meeting are contained in the notice of meeting included in the Scheme Booklet. Oklo shareholders who participate in the Scheme Meeting via the online platform will be able to listen to the Scheme Meeting, cast a vote online and ask questions.

All registered Oklo shareholders as at 7:00pm (AEST) on Tuesday, 30 August 2022 will be eligible to vote at the Scheme Meeting.

All Oklo shareholders are encouraged to vote either by attending and voting at the Scheme Meeting in person or online or by lodging a proxy to attend and vote at the Scheme Meeting. The Scheme Booklet provides information on how to lodge your proxy form.

## SCHEME BOOKLET

The Scheme Booklet will be released to ASX and sent to Oklo shareholders following registration with the Australian Securities and Investments Commission ("**ASIC**"). It will also be available on Oklo's website at [www.okloresources.com](http://www.okloresources.com) and from Oklo's share registry, Computershare's, Investor Centre at [www.investorvote.com.au](http://www.investorvote.com.au).

The Scheme Booklet will be dispatched to Oklo shareholders on Tuesday, 2 August 2022. Oklo shareholders who have elected to receive communications electronically from Oklo will receive an email which contains instructions about how to view or download a copy of the Scheme Booklet, as well as instructions on how to lodge their proxies and associated forms for the Scheme Meeting online. Oklo shareholders who have elected to receive hard copy documents will be sent a physical copy of the Scheme Booklet, together with their personalised proxy form and small shareholder election form. Oklo shareholders who have not made an election on how to receive communications will receive a letter (sent by post) containing instructions about how to view or download a copy of the Scheme Booklet, together with their personalised proxy form and small shareholder election form.

Oklo shareholders should carefully read the Scheme Booklet in its entirety, including the materials accompanying it, before deciding whether to vote in favour of the Scheme. If after reading the Scheme Booklet you have any questions about the Scheme or the Scheme Booklet, please contact the Oklo Information Line on 1300 631 715 (within Australia) or +61 3 9415 4682 (outside Australia) Monday to Friday between 8:30am and 5:00pm (AEST).

## INDEPENDENT EXPERT'S REPORT AND DIRECTORS' RECOMMENDATION

The Scheme Booklet will include a copy of the independent expert's report prepared by Grant Thornton Corporate Finance Pty Ltd ("**Independent Expert**"), which concludes that the Scheme is fair and reasonable and in the best interests of Oklo shareholders, in the absence of an Oklo Superior Proposal (as that term is defined in the Scheme Implementation Deed).

Oklo's directors continue to unanimously recommend that Oklo shareholders vote in favour of the Scheme at the Scheme Meeting, in the absence of an Oklo Superior Proposal and subject to the Independent Expert concluding in the Independent Expert's Report (and continuing to conclude) that the Scheme is in the best interests of Oklo Shareholders<sup>2</sup>. Subject to those same qualifications, each

<sup>2</sup> Please refer to note 1 on page 1 of this announcement for information in relation to the Oklo directors' personal interests in the outcome of the Scheme.

Oklo directors intend to cause to be voted all Oklo shares in which they have a relevant interest in favour of the Scheme at the Scheme Meeting.

### INDICATIVE TIMETABLE

The key dates and times for the Scheme are as follows:

Dispatch of Scheme Booklet	Tuesday, 2 August 2022
Latest time and date for lodgement of completed Proxy Form for the Scheme Meeting (including Proxy Forms lodged online)	Tuesday, 30 August 2022 at 10:00am (AEST)
Time and date for determining eligibility of Oklo shareholders to vote at the Scheme Meeting	Tuesday, 30 August 2022 at 7:00pm (AEST)
Time and date of the Scheme Meeting	Thursday, 1 September 2022 at 10:00am (AEST)
Second Court Date for approval of the Scheme	Wednesday, 7 September 2022 at 8:30am (AWST)
Effective Date of the Scheme	Thursday, 8 September 2022
Record Date	Monday, 12 September 2022
Implementation Date	Monday, 19 September 2022

All stated dates and times are indicative only. The actual timetable will depend on many factors outside the control of Oklo and B2Gold, including the Court approval process and the satisfaction or waiver (where applicable) of the conditions precedent to the completion of the Scheme by each of Oklo and B2Gold. Any changes to the above timetable will be announced to ASX and will be available under Oklo's profile on ASX.

This announcement is authorised for release by the Board of the Company.

### For further information, please contact:

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