

8 May 2023

TAKEOVER BID FOR BREAKER RESOURCES NL

Ramelius Resources Limited (**ASX:RMS**) ("**Ramelius**", "**the Company**") refers to its off-market takeover offer ("**the Offer**") to acquire all of the ordinary shares of Breaker Resources NL (**ASX:BRB**) ("**Breaker**") of 1 Ramelius share for every 2.82 Breaker shares pursuant to its bidder's statement dated 27 March 2023 ("**Bidder's Statement**").

As at the date of this announcement, Ramelius has acceptances equal to **73.09%** of Breaker's shares.

Ramelius reminds Breaker shareholders that the Offer is due to close at 7.00pm (Sydney time) on **Monday 15 May 2023**, unless extended.

There is no guarantee the Offer will be extended beyond this date unless required to by law.

Minority Breaker shareholders who have not yet accepted the Offer risk losing influence over the running of the Breaker business and risk being able to sell their shares at an attractive price on the ASX due to diminishing liquidity of the stock, and possible delisting of Breaker.

The independent Board of Breaker has unanimously recommended that remaining Breaker shareholders accept Ramelius' Offer without delay, in the absence of a superior proposal. Given its current relevant interest in Breaker, Ramelius believes it is unlikely that a superior proposal will eventuate.

NOTICE OF STATUS OF CONDITIONS

A formal notice under section 630(3) of the *Corporations Act 2001* (Cth) providing the status of the defeating conditions under section 13.8 of the Bidder's Statement is attached to this announcement. A copy of this notice has also been provided to Breaker today.

This ASX announcement was authorised for release by the Company Secretary of Ramelius Resources Ltd.

8 May 2023

ISSUED CAPITAL

Ordinary Shares: 873M

DIRECTORS

NON-EXECUTIVE CHAIR:

Bob Vassie

MANAGING DIRECTOR:

Mark Zeptner

NON-EXECUTIVE DIRECTORS:

David Southam

Natalia Streltsova

Fiona Murdoch

Colin Moorhead

COMPANY SECRETARY:

Richard Jones

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RAMELIUS RESOURCES LIMITED

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RAMELIUS KALGOORLIE PTY LTD (ABN 18 654 590 039)

Notice under section 630(3) of the *Corporations Act 2001* (Cth)

Notice on status of Conditions

To ASX Limited; and
Breaker Resources NL (ACN 145 011 178) (**Breaker**)

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**), Ramelius Kalgoorlie Pty Ltd (ABN 18 654 590 039) (**Ramelius Kalgoorlie**) gives notice that:

- (a) the offer period under the takeover offer by Ramelius Kalgoorlie for all the fully paid ordinary shares in Breaker (**Offer**), which Offer, dated 29 March 2023, is contained in the Bidder's Statement issued by Ramelius Kalgoorlie dated 27 March 2023 (as varied by the variation notices dated 21 April 2023 and 1 May 2023) (**Bidder's Statement**), will close at 7.00pm (Sydney time) on 15 May 2023, unless extended;
- (b) the Offer is free from each of the defeating conditions set out in section 13.8 of the Bidder's Statement (and has been since the notice given by Ramelius Kalgoorlie pursuant to section 650F of the Corporations Act on 1 May 2023) and, as a result, the Offer is wholly unconditional; and
- (c) as at the date of this notice, Ramelius Kalgoorlie's voting power in Breaker is 73.09%.

Date: 8 May 2023

Signed for and on behalf of Ramelius Kalgoorlie Pty Ltd by:



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Richard Jones
Company Secretary