

VARIATION OF AGREEMENT WITH GOLD VALLEY GROUP

CuFe Ltd (ASX: **CUF**) (**CuFe** or the **Company**) refers to its previous ASX Announcement dated 22 February 2023 in relation to the execution of a binding agreement (**Agreement**) with entities associated with its major shareholder, Gold Valley Group (**GVG**) to acquire the remaining 40% joint venture interest in the JWD Iron Ore Project and to restructure various other obligations that exist between the parties with respect to the Tennant Creek Joint Venture and the Yarram Joint Venture.

As previously disclosed, under the terms of the Agreement, part of the consideration for the assignment of GVG's 40% interest in the JWD Iron Ore Rights included a refund to Gold Valley Iron Ore Pty Ltd (**GVIO**) for historical joint venture cash contributions made by GVIO under the JWD Joint Venture (**Cash Consideration**) (\$1.32m contributed to 31 December 2022). The effective date for the transaction and determining the Cash Consideration is deemed to be 1 January 2023. The \$1.32m payable to GVIO will be adjusted by cash paid by GVIO offset by amounts paid to GVIO under the JWD Joint Venture, subsequent to the effective date and prior to completion of the transaction (**Net Called Sums Amount**).

The parties have agreed to vary the Agreement, such that the Cash Consideration will be payable via monthly instalments following completion, rather than a lump sum cash payment at completion. For each month following the settlement date where the amount of net profits (of the JWD Iron Ore Project) is a positive number, the Company must pay GVIO a cash payment in immediately available funds equal to 100% of the net profits for that month (unless a payment calculated for any given month would exceed \$500,000, in which case the maximum payable for any given month will be \$500,000) (**Monthly Cash Payment**) until such time as the aggregate amount of the Monthly Cash Payments paid to GVIO is equal to the Net Called Sums Amount.

Other than detailed above, all other key components of the Agreement, as detailed in the 22 February 2023 ASX Announcement, remain unchanged.

The Company advises that the Independent Experts Report and Notice of Meeting in relation to shareholder approval sought in relation to the transaction are nearing finalisation. The variation to the Agreement noted in this announcement will be reflected in the Notice of Meeting.

Released with the authority of the Board of Directors.