



A-Cap Energy Limited
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▶ ASX Release

20 October 2023

Results of Scheme Meetings

A-Cap Energy Limited (ASX:ACB) (**A-Cap** or the **Company**) is pleased to announce that at the Share Scheme Meeting held earlier today, the requisite majorities of A-Cap shareholders voted in favour of the proposed scheme of arrangement between A-Cap and its shareholders under which Lotus Resources Limited (**Lotus**) proposes to acquire 100% of the shares on issue in A-Cap (**Share Scheme**), as previously announced by the Company to ASX on 13 July 2013.

In addition, at the Option Scheme Meeting held earlier today, the requisite majorities of A-Cap listed optionholders voted in favour of the separate proposed scheme of arrangement between A-Cap and its listed optionholders under which Lotus would acquire 100% of A-Cap listed options (**Option Scheme**), as previously announced by the Company to ASX on 13 July 2013.

Voting Results

In accordance with ASX Listing Rule 3.13.2 and subsections 251AA(1) and (2) of the Corporations Act 2001 (Cth):

- the resolution to approve the Share Scheme (**Share Scheme Resolution**), as set out in Annexure E of the explanatory statement providing information on the Share Scheme and Option Scheme released to the ASX on 15 September 2023 and subsequently updated by the Company's ASX release on 18 September 2023 (**Scheme Booklet**), was passed by the requisite majorities of A-Cap shareholders, with:
 - 99.96% of the votes cast by A-Cap shareholders present and voting (either in person or by proxy, attorney or corporate representative) were in favour of the Share Scheme Resolution; and
 - 99.04% of A-Cap shareholders present and voting (in person or by proxy, attorney or corporate representative) voted in favour of the Share Scheme Resolution.
- the resolution to approve the Option Scheme (**Option Scheme Resolution**), as set out in Annexure F of the Scheme Booklet, was passed by the requisite majorities of A-Cap listed optionholders, with:
 - 100% of A-Cap listed optionholders present and voting (either in person or by proxy, attorney or corporate representative) were in favour of the Option Scheme Resolution; and
 - 100% of the total amount of debts and claims of all A-Cap listed optionholders present and voting (either in person or by proxy, attorney or corporate representative) at the Option Scheme Meeting voting in favour of the Option Scheme Resolution.

A detailed report of the valid proxies received and votes cast are set out in an attachment to this announcement.

Next Steps

The Share Scheme and Option Scheme (together, the **Schemes**) remain subject to the approval of the Court at the hearing scheduled for 10:15 am (Perth time) on Thursday, 26 October 2023 (**Second Court Hearing**), and certain other conditions precedent as previously announced by the Company and further described in the Scheme Implementation Deed between A-Cap and Lotus dated 12 July 2023 (as amended on 11 September 2023 and 12 September 2023) (a summary of which is contained in the Scheme Booklet). Further details regarding the Second Court Hearing are contained in the ASX announcement dated 19 October 2023.

If the outstanding conditions precedent are satisfied or waived (if applicable) prior to the Second Court Hearing, and the Court approves the Schemes, A-Cap proposes to lodge an office copy of the orders of the Court with the Australian Securities and Investments Commission (**ASIC**) (expected to occur on the next day, being 27 October 2023), at which time the Schemes will become effective. It is expected that A-Cap shares and A-Cap listed options will be suspended from trading on the ASX from close of trading on 27 October 2023 and the Schemes will then be implemented on 7 November 2023.

The key dates expected for the implementation of the Schemes are set out below:

Event	Date
Second Court Hearing to approve Schemes	Thursday, 26 October 2023
Effective Date	Friday, 27 October 2023
Record Date	Tuesday, 31 October 2023
Latest time to return small share scheme or option scheme participant election forms	Wednesday, 1 November 2023 at 5:00 pm (AWST)
Implementation Date	Tuesday, 7 November 2023
Termination of official quotation of A-Cap shares and A-Cap listed options and A-Cap to be removed from the official list of ASX	Wednesday, 8 November 2023

*All dates are indicative only and are subject to change.

A-Cap Energy's Board has authorised the release of this announcement to the market.

For more information, please contact:

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About A-Cap Energy

A-Cap Energy is an Australian resources company focused on the development of critical minerals serving the world's path to carbon net zero. Amid renewed global focus on nuclear energy, the company's flagship Letlhakane Uranium Project in Botswana hosts one of the world's top 10 undeveloped uranium resources – 365.7 million pounds of contained U_3O_8 (100ppm U_3O_8 cut-off). A-Cap's Wilconi Project, which represents the company's first nickel-cobalt laterite project interest, is being advanced in response to the significant growth expectation in the supply of battery materials to the OEM automotive and battery industries. The company aims to establish key strategic and commercial relationships to take advantage of material processing and refinery technologies according to the highest Environmental, Social and Governance (ESG) standards.

A-CAP ENERGY LIMITED

ABN 28 104 028 542

Meeting Date: Friday, October 20, 2023

Meeting Time: 10.00 AM WST



Resolution details	Valid Proxy Appointment				Votes Cast on Poll			
Resolution	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain	Result
1 – That, pursuant to and in accordance with the provisions of section 411 of the Corporations Act, the scheme of arrangement proposed between A-Cap and A-Cap Shareholders, as contained in and more particularly described in the Scheme Booklet of which the notice convening this meeting forms part, is agreed to, with or without alterations or conditions as approved by the Federal Court of Australia to which A-Cap and Lotus agree.	673,369,941	300,000	1,762,841	0	675,132,782 (99.96 %)	300,000 (0.04 %)	0	Carried
					Number of shareholders voting on poll			
					For	Against	Abstain*	
					103 99.04%	1 0.96%	0	

*Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.

A-CAP ENERGY LIMITED

ABN 28 104 028 542

Meeting Date: Friday, October 20, 2023

Meeting Time: 11.00 AM WST



Resolution	Valid Proxy Appointment				Votes Cast on Poll				Result
	For	Against	Proxy's Discretion	Abstain	For	Against	Abstain		
1 - That, pursuant to and in accordance with section 411 of the Corporations Act, the scheme of arrangement proposed between A-Cap and the A-Cap Listed Optionholders, as contained in and more particularly described in the Scheme Booklet accompanying the notice convening this meeting, is agreed to, with or without any alterations or conditions agreed or any alterations or conditions as approved by the Federal Court of Australia to which A-Cap and Lotus agree.	8,230,697	0	501,767	0	8,732,464 (100 %)	0 (0.00 %)	0	Carried	
				Number of shareholders voting on poll					
				For	Against	Abstain*			
				33 100%	0	0			

*Votes cast by a person who abstains on an item are not counted in calculating the required majority on a poll.