

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme **REVOLVER RESOURCES HOLDINGS LIMITED**ACN/ARSN **651 974 980****1. Details of substantial holder(1)**Name **RANGER RESOURCES PTY LTD**ACN/ARSN (if applicable) **603 852 213**

There was a change in the interests of the substantial holder on

20 / 11 / 2023

The previous notice was given to the company on

23 / 09 / 2021

The previous notice was dated

23 / 09 / 2021**2. Previous and present 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 when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
ORD	63,883,384	24.61%	53,981,462	20.79%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
20/11/2023	RANGER RESOURCES PTY LTD	SEE ATTACHED MINUTES FOR	SELECTIVE BUY-BACK (6) & (7).	ORD - 9,901,922	9,901,922

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
RANGER RESOURCES PTY LTD	RANGER RESOURCES PTY LTD	RANGER RESOURCES PTY LTD	SEE ATTACHED SELECTIVE BUY-BACK MINUTES FOR (6)	ORD - 53,981,462	53,981,462

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Paul McKenna	Director and shareholder of Ranger Resources Pty Ltd
Patrick WilliamS	Director and shareholder of Ranger Resources Pty Ltd

## 6. Addresses

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

Name	Address
Ranger Resources Pty Ltd	16 Bridge Street, Red Hill, QLD 4059

## Signature

print name PATRICK WILLIAMS

capacity DIRECTOR

sign here



date 20 / 11 / 2023

## 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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

# GUIDE

**This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.**

## Signature

This form must be signed by either a director or a secretary of the substantial holder.

## Lodging period

Nil

## Lodging Fee

Nil

## Other forms to be completed

Nil

## Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

## Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:  
*This is annexure (mark) of (number) pages referred to in form (form number and title)*
- 7 sign and date the annexure  
The annexure must be signed by the same person(s) who signed the form.


## **Notice of Resolution**

Notice is hereby given that the members of Ranger Resources Pty Ltd ACN 603 852 213 (**Company**) are requested to consider, and if thought fit, pass the following resolution:

### **Resolution:**

*That the entry by the Company into the form of Share Buy Back Agreement, attached to this Resolution, for the acquisition of 9,901,922 Preferred R shares in the Company, in consideration of the transfer by the Company of 9,901,922 Revolver Resources Holdings Ltd shares, be and is hereby approved pursuant to section 257D of the Corporations Act 2001 (Cth)*

An Explanatory Memorandum providing details of the above Resolution accompanies this Notice.

DocuSigned by:  
  
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Director  
**Patrick Gerard Williams**

## Explanatory Memorandum

To: Shareholders of Ranger Resources Pty Ltd ACN 603 852 213 ("**Company**")

This Explanatory Memorandum has been prepared for the information of shareholders of the Company in respect of the proposed share buy back by the Company of 9,901,922 Preferred R shares (**Pref Shares**) registered in the name of the following shareholders of the Company (**Shareholders**):

Shareholder	Preferred R Shares
LRSR Pty Ltd ATF Beaumont Investment Trust	2,353,268
Bruce William Wallace and Zelma Wallace ATF Wallace Pension Fund	941,307
Wallace SMSF Pty Ltd ATF The PJ & BM Wallace Personal Superannuation Fund	941,307
Panmax Pty Ltd ATF Panmax Pty Ltd Superannuation Fund	941,307
Griffin Fund Management Pty Ltd ATF The Noel Griffin No 2 Superannuation Fund	941,307
Wakha Investments Pty Ltd ATF Wakha Investment Trust	94,130
Quick Fix Electrics Pty Ltd	94,130
Mariva Investments Pty Ltd ATF Mariva Property Trust	1,882,615
Cleva Super Fund Pty Ltd ATF Cleva Super Fund	188,262
Fang Wu	94,130
Giacobone Fund Management Pty Ltd ATF Giacobone Superannuation Fund	470,654
Richard John Nelson and Kaye Marie Nelson ATF The Nelson Pension Fund	470,654
Ourfund Pty Ltd ATF Eales Superannuation Fund	94,130
B & J Roberts Investments Pty Ltd ATF B & J Roberts Investment Trust	75,304
Laguna Investment Management Pty Ltd ATF The Firth Family Trust	319,416
<b>TOTAL</b>	<b>9,901,922</b>

and in compliance of:

***Section 257D of the Corporations Act 2001 (Cth) (Buy back Procedure - Special Shareholder Approval for Selective Buy back), which states:***

- (1) *If section 257B applies this section to a buy back, the terms of the buy back agreement must be approved before it is entered into by either:*
  - (a) *a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by any person whose shares are proposed to be bought back or by their associates; or*
  - (b) *a resolution agreed to, at a general meeting, by all ordinary shareholders;**or the agreement must be conditional on such an approval.*
- (2) *The company must include with the notice of the meeting a statement setting out all information known to the company that is material to the decision how to vote on the resolution. However, the company does not have to disclose information if it would be unreasonable to require the company to do so because the company had previously disclosed the information to its shareholders.*

- (3) *Before the notice of the meeting is sent to shareholders, the company must lodge with ASIC a copy of:*
- (a) *the notice of the meeting; and*
  - (b) *any document relating to the buy back that will accompany the notice of the meeting sent to shareholders.*
- (4) *ASIC may exempt a company from the operation of this section. The exemption:*
- (a) *must be in writing; and*
  - (b) *must be granted before the buy back agreement is entered into; and*
  - (c) *may be granted subject to conditions.*

## 1. Background

- (a) The Company and the Pref Shareholders have proposed to enter into a share buy-back agreement (**Share Buy-Back Agreement**), under which the Company wishes to buy back the Pref Shares (**Buy-Back Shares**).
- (b) For each Buy-Back Share bought back by the Company from a selling Pref Shareholder, that selling Pref Shareholder will be transferred a share in the capital of Revolver Resources Holdings Ltd (**Subsidiary Shares**). For example, if Pref Shareholder 'A' sells 100 Buy-Back Shares to the Company, they will be transferred 100 Subsidiary Shares.
- (c) The buy back of the Pref Shares is conditional on shareholder approval as required under Division 2 of Part 2J.1 of the **Corporations Act** and, immediately on registration of the transfer of the Pref Shares to the Company, they will automatically be cancelled by virtue of the Corporations Act.

## 2. Relevant Terms of the Share Buy back Agreement

A summary of the relevant terms of the share buy back is as follows:

- (a) As consideration for the Pref Shares, the Company will transfer the Pref Shareholders their respective proportion of Subsidiary Shares.

## 3. Potential Advantages and Disadvantages

- (a) Advantages

Via the Subsidiary Shares, the Pref Shareholders will have the opportunity to realise part of their investment in the Company.

- (b) Disadvantages

The Directors are not aware of any disadvantage of the proposed buy back, other than the Company will have reduced capital.

## 4. Other Relevant Information

There is no other information known to any of the Directors of the Company which may reasonably be expected to influence the Pref Shareholders of the Company in deciding whether or not to vote in favour of the resolution which the Company has not previously disclosed to Shareholders.

## 5. Recommendation

The Directors believe that it is in the best interests of the Company to affect the buy back of the Pref Shares and accordingly recommends that shareholders resolve in favour of the proposed resolution.