

TO Market Announcements Office
ASX Limited
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

By: ASX Online

5 JANUARY 2024

Dear Sir or Madam

Silvercorp Metals Inc. - Supplementary Bidder's Statement

We act for Silvercorp Metals Inc. (BN 131033920/ARBN 671 900 020) (**Silvercorp**) in respect of its off-market takeover bid (**Offer**) for all of the ordinary shares in OreCorp Limited ACN 147 917 299 (ASX:ORR) (**OreCorp**) that it does not already own.

On behalf of Silvercorp, we attach a supplementary bidder's statement dated 5 January 2024, which supplements Silvercorp's bidder's statement dated 27 December 2023.

Yours sincerely



King & Wood Mallesons

Contact

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**SUPPLEMENTARY BIDDER'S STATEMENT
5 January 2024**

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE
ATTENTION**

If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser as soon as possible.

Recommended Offer by:

Silvercorp Metals Inc. (BN 131033920 / ARBN 671 900 020)
to purchase all your shares in OreCorp Limited (ACN 147 917 299)

For each OreCorp Share you will receive **a combination of \$0.19 cash
and 0.0967 Silvercorp Shares**

OreCorp Directors recommend you ACCEPT the Offer in the absence of a Superior Proposal and subject to the Independent Expert's Report concluding, and continuing to conclude that the Offer is reasonable to OreCorp Shareholders.

If you have any questions about the Offer, please call the Silvercorp Information Line on 1300 290 691 (within Australia) or +61 2 9066 4081 (outside Australia) between 9:00am and 5:30pm (Sydney time) Monday to Friday, excluding public holidays in Sydney.

IMPORTANT INFORMATION

This document is the supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) issued by Silvercorp Metals Inc. (BN 131033920/ARBN 671 900 020) (**Silvercorp**) (**Supplementary Bidder's Statement**) to the Bidder's Statement dated 27 December 2023 (**Bidder's Statement**) issued by Silvercorp and lodged with the Australian Securities and Investments Commission (**ASIC**) on 27 December 2023, in relation to Silvercorp's off-market takeover bid for all of the ordinary shares in OreCorp Limited ACN 147 917 299 (**OreCorp**) that it does not already own (**Offer**).

The Supplementary Bidder's Statement supplements, and is to be read together with, the Bidder's Statement. This Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

A copy of this Supplementary Bidder's Statement was lodged with ASIC and provided to ASX on 5 January 2024. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the contents of this Supplementary Bidder's Statement or the merits of the Offer.

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this Supplementary Bidder's Statement. The rules of interpretation in section 13.2 of the Bidder's Statement also apply to this Supplementary Bidder's Statement.

A copy of this document and the Bidder's Statement can be obtained from the ASX company announcements platform (under OreCorp).

SUPPLEMENTARY INFORMATION

1 FCC intervention

As announced by OreCorp on 7 November 2023, Silvercorp obtained the unconditional merger approval granted by the Tanzanian Fair Competition Commission (**FCC**) for the proposed acquisition of control of OreCorp (**Existing Approval**).

As the Existing Approval was issued for the proposed acquisition of control of OreCorp, Silvercorp and OreCorp's understanding was that the Existing Approval would continue to apply to the Offer.

After Silvercorp and OreCorp executed the Bid Implementation Deed and announced the Offer on 27 December 2023, Silvercorp and OreCorp notified the FCC in relation to the change of transaction structure and that the consideration offered and the proposed change of control effect of the transaction remained unchanged. However, following receipt of the notice, the FCC informed Silvercorp and OreCorp that the FCC considers a new merger approval may be required in respect of the Offer.

If the FCC takes the view that the Existing Approval is not valid for the change of control of OreCorp associated with the Offer, and does not grant a new approval in relation to the Offer, the completion of the Offer or the acquisition of OreCorp Shares by Silvercorp will be retrained, impeded, prohibited or otherwise have a material adverse effect on the making or completion of the Offer.

In those circumstances, the Offer Condition in paragraph (c) of Appendix 2 of the Bidder's Statement (**No Regulatory Action Condition**) will be breached, as the action by the FCC could reasonably be expected to restrain, impede or prohibit or otherwise have a material adverse effect on the making or completion of the Offer.

Upon becoming aware of the FCC's position, Silvercorp and OreCorp submitted an updated copy of the initial application for the Existing Approval to the FCC, requesting the FCC to review the information provided in relation to the changed transaction structure.

Silvercorp, together with OreCorp, will continue engaging with the FCC in order to seek a confirmation from the FCC that the Existing Approval applies to the Offer or alternatively, provide a new approval for the Offer (**Offer Approval**).

In light of the circumstances, Silvercorp:

- undertakes not to exercise any rights it has in relation to the FCC intervention under the Offer or the Bid Implementation Deed unless and until the FCC has made a decision that would restrain, impede or prohibit or otherwise have a material adverse effect on the making or completion of the Offer; and
- intends to keep the Offer open until at least 23 February 2024 (to allow the FCC to make a determination in relation to the Offer Approval, although Silvercorp reserves the right not to extend the Offer Period if FCC has not made such determination by the end of the Offer Period).

2 Silvercorp's concern in relation to Perseus' intentions

As noted in section 1.6 of the Bidder's Statement, on 27 November 2023 Perseus announced the acquisition of a Relevant Interest in 19.9% of the OreCorp Shares, that it would not be voting in favour of the Scheme, and that it did not intend to put forward a proposal to OreCorp Shareholders to compete with the Scheme, which effectively blocked the Scheme and left OreCorp Shareholders without offering any alternative liquidity opportunity until this Offer was made.

Since the date of the Bidder's Statement, Silvercorp has been informed by Perseus that Perseus is interested in funding OreCorp's development of the Nyanzaga Project, and Silvercorp's concern that Perseus intended to landbank the Nyanzaga Project was potentially misleading and deceptive.

Therefore, Silvercorp withdraws the statement in the Bidder's Statement that "*As the second largest OreCorp Shareholder, Silvercorp is concerned Perseus intends to landbank the Nyanzaga Project and has motives that do not align with all other OreCorp Shareholders*". However, as the second largest OreCorp Shareholders, Silvercorp remains concerned that whatever Perseus intends to do in relation to the Nyanzaga Project would not deliver OreCorp Shareholders with any liquidity opportunity in the near future, or a liquidity opportunity with a better or similar premium to the Offer.

3 Authorisation

This Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of Silvercorp.

Dated: 5 January 2024

Signed on behalf of Silvercorp:



Paul Simpson
Director
Silvercorp Metals Inc.