

Goldway Capital Investment Limited

(Incorporated in Hong Kong)

CR No. 3294426

4 April 2024

The Manager
Markets Announcements Office
Australian Securities Exchange
Level 50, South Tower, Rialto
525 Collins Street
Melbourne VIC 3000

Dear Manager

Goldway Capital Investment Limited - Notice of Variation of Offer (Extension of Offer Period)

Goldway Capital Investment Limited (company registration number 3294426) (**Goldway**) refers to its off-market takeover offer for all of the ordinary shares in MC Mining Limited ACN 008 905 388 (ASX: MCM) (**Offer**).

Goldway **attaches** by way of service:

- i. pursuant to section 650D of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683) (**Corporations Act**) a notice extending the period during which the Offer will remain open for acceptance to 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 19 April 2024; and
- ii. pursuant to section 630(2) of the *Corporations Act* a notice of the new date for giving notice on the status of the conditions of the Offer set out in Section 13.9 of Goldway's bidder's statement dated 2 February 2024 as a result of the extension of the period during which the Offer will remain open for acceptance.

The Offer was due to close at 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 5 April 2024. ASIC has granted relief to Goldway to allow Goldway to extend the close of the Offer period from 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 5 April 2024 to 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 19 April 2024. Absent such ASIC relief, section 650C(2) of the *Corporations Act* prevents Goldway from extending the Offer after giving of a notice of status of defeating conditions under section 630(3) of the *Corporations Act* (which Goldway gave on Friday, 22 March 2024) if the Offer remains subject to one or more defeating conditions. The Offer remains subject to defeating conditions and a notice of status of defeating conditions will be released on ASX, RNS and SENS on Friday, 5 April 2024.

The notice was lodged with the Australian Securities and Investments Commission and sent to ASX and MCM today.

Key Dates

The Key Dates in respect of the Offer are as follows:

Notice of status of defeating conditions released on ASX, RNS and SENS	Friday, 5 April 2024
Anticipated date of finalisation and currency conversion announcement released on ASX, RNS and SENS (by 11:00 SA time)	Tuesday, 9 April 2024
Last day to trade in MCM Shares on the JSE in order to participate in the Offer	Tuesday, 16 April 2024
Last day to trade in MCM Shares on ASX and AIM in order to participate in the Offer	Wednesday, 17 April 2024
MCM Shares trade 'ex' the Offer on the JSE	Wednesday, 17 April 2024
MCM Shares trade 'ex' the Offer on ASX and AIM	Thursday, 18 April 2024
Register Acceptance Date to determine which MCM Shareholders on the MCM South African Register are eligible to accept the Offer	Friday, 19 April 2024
Register Acceptance Date to determine which MCM Shareholders on the MCM Australian Register are eligible to accept the Offer	Friday, 19 April 2024
Register Acceptance Date to determine which MCM Shareholders on the MCM United Kingdom Register are eligible to accept the Offer	Friday, 19 April 2024
Offer closes (unless extended accordance with the Corporations Act)	7.00pm (Sydney time) / 10.00am (SA time) on Friday, 19 April 2024
Offer Consideration credited to dematerialised MCM Shareholders who hold their MCM Shares on the MCM South African Register (see note 4 below)	Monday, 29 April 2024
Offer Consideration paid to Certificated MCM Shareholders who hold their MCM Shares on the MCM South African Register (subject to receipt by Computershare of documents of title on or prior to 10.00am on the Closing Date and a duly completed yellow SA Acceptance Form (see note 4 below)	Monday, 29 April 2024
Offer Consideration paid by means of a CREST Payment in favour of an accepting MCM Shareholder who hold their MCM Shares on the MCM United Kingdom Register	Monday, 29 April 2024
Offer Consideration paid by means of EFT or cheque (posted by ordinary mail at the risk of the MCM Shareholder concerned) to MCM Shareholders who hold their MCM Shares on the MCM Australian Register	Monday, 29 April 2024
Results of Offer announced on ASX, RNS and SENS	Monday, 29 April 2024

1. Please note that the above dates are indicative only and subject to change. MCM shareholders will be advised of any change by release of an announcement on ASX, RNS and SENS.
2. No dematerialisation or rematerialisation of MCM Shares held on the MCM South African Register may take place between the date MCM Shares trade 'ex' the Offer on the JSE and the Register Date, both days inclusive.
3. No transfers between the MCM South African Register, the MCM Australian Register and the MCM United Kingdom Register may take place between the currency conversion date, being the date on which the currency conversion rate is announced, and the Register Date, both days inclusive.

4. *The Offer Consideration will be paid to MCM Shareholders who hold their MCM Shares on the MCM South African Register within 6 business days after accepting the Offer or the publication of the finalisation announcement, whichever is the later.*

Yours faithfully



Jun Liu
Sole Director
Goldway Capital Investment Limited
(company registration number 3294426)

Goldway Capital Investment Limited
CR No. 3294426

NOTICE OF VARIATION OF OFFER - EXTENSION OF OFFER PERIOD
Sections 650D and 630(2)(b) of the *Corporations Act 2001* (Cth)

To: Australian Securities and Investments Commission (ASIC)
ASX Limited
MC Mining Limited ACN 008 905 388 (MCM)
Each MCM shareholder, and other person, referred to in section 650D(1)(c) of the *Corporations Act 2001* (Cth) (as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683)

Goldway Capital Investment Limited (company registration number 3294426) (**Goldway**) has made offers under an off-market takeover bid for all of the ordinary shares in MCM (**Offer**). The Offer is contained in the bidder's statement issued by Goldway dated 2 February 2024 (as supplemented on 15 February 2024, 14 March 2024, 21 March 2024 and 28 March 2024) (**Bidder's Statement**).

Goldway notes that under the Bidder's Statement, the Offer was due to close at 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 5 April 2024 (unless extended further under the *Corporations Act 2001* (Cth) (**Corporations Act**)).

ASIC relief to extend the Offer period

Goldway wishes to advise that it applied for ASIC relief to further extend the Offer to 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 19 April 2024 (representing a further extension to the Offer of fourteen days). Absent such ASIC relief, Goldway would not otherwise be able to further extend the Offers, as:

- i. the Offer remains subject to a 50.1% minimum acceptance condition which cannot be waived by Goldway; and
- ii. section 650C(2) of the *Corporations Act* prevents Goldway from extending the Offer after the giving of a notice of status of defeating conditions under section 630(3) of the *Corporations Act* (which Goldway gave on Friday, 22 March 2024) if the Offer remains subject to one or more defeating conditions.

Goldway sought the further fourteen day extension to allow sufficient time to allow MCM shareholders who have not yet accepted the Offer the opportunity to do so.

Extension of Offer period

ASIC has advised that it has decided to grant the relief sought by Goldway. As such, Goldway gives notice under section 650D(1) of the *Corporations Act* that it varies the Offer by:

- i. extending the close of the Offer period from 7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 5 April 2024 to **7.00pm (Sydney time) / 10.00am (South Africa time) on Friday, 19 April 2024**; and
- ii. substituting the date "5 April 2024" with the date "19 April 2024" in the Bidder's Statement, the Acceptance Form and in all other instances where 5 April 2024 appears (or is deemed to appear) as the last day of the Offer period.

New date for giving notice of status of conditions which the Offer is subject

Goldway gives notice under section 630(2) of the Corporations Act that:

- i. the new date for giving notice of the status of the conditions of the Offer is **Friday, 5 April 2024**; and
- ii. as at the date of this notice:
 - a. the defeating condition set out in paragraph (h) of Section 13.9 of the Bidder's Statement (No prescribed occurrences prior to dispatch) has been fulfilled on 2 February 2024 (as stated in the notice given by Goldway under section 630(3) of the Corporations Act on 22 March 2024); and
 - b. no other defeating condition set out in Section 13.9 of the Bidder's Statement have been fulfilled and accordingly, the Offer remains subject to those defeating conditions.

A copy of this notice was lodged with ASX and ASIC on 4 April 2024. Neither ASX nor ASIC takes any responsibility for the contents of this notice.

A copy of this notice is also being posted by Goldway to each MCM shareholder, and other person, referred to in section 650D(1)(c) of the Corporations Act (as modified by ASIC Corporations (Takeover Bids) Instrument 2023/683).

Date: 4 April 2024



Jun Liu
Sole Director
Goldway Capital Investment Limited