

28 February 2020

ASX: NZC

## SCHEME OF ARRANGEMENT BECOMES EFFECTIVE

Nzuri Copper Limited (ASX: NZC) (**Nzuri**) is pleased to announce that the orders made by the Supreme Court of Western Australia (**Supreme Court**) yesterday approving the scheme of arrangement between Nzuri and its shareholders have been lodged today with the Australian Securities and Investments Commission.

As a result, the Scheme is now effective. A copy of the Supreme Court orders is attached to this announcement.

Nzuri shares will be suspended from quotation on the ASX with the effect from the close of normal trading today, 28 February 2020.

### Indicative Timetable

Event	Date
Record Date for determining entitlements to the Scheme Consideration	5.00pm (WST) on Wednesday, 4 March 2020
Implementation Date for the Scheme and payment of Scheme Consideration	Wednesday, 11 March 2020

Any changes to the above timetable will be announced to ASX and made available on Nzuri's website at [www.nzuricopper.com.au](http://www.nzuricopper.com.au).

END

### Release authorised by, and further information please contact:

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IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/109/2019

EX PARTE:

**NZURI COPPER LIMITED (ACN 106 294 106)**

First Plaintiff

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**ORDERS OF THE HONOURABLE JUSTICE VAUGHAN  
MADE 27 February 2020**

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**UPON the application of the plaintiff by originating process dated 10 May 2019 and upon hearing A Papamatheos of counsel for the plaintiff and W Zappia of counsel for Xuchen International Ltd IT IS ORDERED THAT:**

1. Pursuant to sections 411(4)(b) and 411(6) of the Corporations Act 2001 (Cth) (the Act), the scheme of arrangement between the plaintiff, Nzuri Copper Limited ACN 106 294 106, and the holders of fully paid ordinary shares in the plaintiff, in the form contained in Annexure DJC-3 (pages 99-110) to the affidavit of Deanna Jayne Carpenter affirmed 10 May 2019 (the Scheme), is approved with the following alterations:
  - (a) removal of the words 'and Xuchen' from clause 8.3;
  - (b) alteration of clause 8.10 to read 'Neither Nzuri nor any director, officer, secretary or employee of Nzuri will be liable for anything done or omitted to be done in good faith in the performance of this Scheme or the Deed Poll.';
  - (c) alteration of the definition of 'Implementation Date' in Schedule 1, clause 1.1, to read 'means the fifth Business Day, or such other Business Day as Nzuri and Xuchen agree in writing and is approved by the Court, following the Record Date for the Scheme'; and
  - (d) alteration of the definition of 'Record Date' in Schedule 1, clause 1.1, to read 'means, in respect of the Scheme, 5.00pm on the third Business Day (or such other Business Day as Nzuri and Xuchen agree in writing and is approved by the Court) following the Effective Date.'
2. Pursuant to subsection 411(12) of the Act, the plaintiff is exempted from compliance with subsection 411(11) of the Act in relation to the Scheme.
3. The plaintiff lodge an office copy of these orders with the Australian Securities and Investments Commission on 28 February 2020.
4. The plaintiff has liberty to apply on 24 hours notice.
5. No orders are made as to costs in relation to the hearing on 25 November 2019.

BY THE COURT

THE HONOURABLE JUSTICE J VAUGHAN

