



Cover page: Notice of compulsory acquisition

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Lodgement details

Who should ASIC contact if there is a query about this form?

Name

ASIC registered agent number (if applicable)

Company/entity name

ACN/ABN/ARBN/ARSN

Telephone number

Postal address

Email address (optional)

How to complete this form

1. Complete this COVER page and the notice pages.
2. Send copies of notice pages to holders. **DO NOT INCLUDE THIS COVER PAGE or GUIDE.**
3. Lodge COVER page and notice pages with ASIC.

Lodgement

Send completed and signed form to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre
(see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

Guide: Notice of compulsory acquisition

This guide does not form part of the form. It is included by ASIC to assist you in completing and lodging the Form 6024.

Signature	This form must be signed: (a) where the 90% Holder is or includes a natural person or natural persons, by the person or by each of the persons; or (b) where the 90% Holder is or includes a corporation or corporations, by a director or secretary of the corporation or each of the corporations.
Lodgement period	Nil
Lodgement fee	Nil
Other forms to be completed	Nil
Additional information	<p>(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.</p> <p>(b) This notice must be given to each person (other than a related body corporate) who holds securities in the class on the day on which the notice is lodged with ASIC.</p> <p>(c) This notice must be accompanied by:</p> <ul style="list-style-type: none">(i) an expert's report or all experts' reports prepared pursuant to section 667A of the Corporations Act 2001; and(ii) an objection form. <p>(d) If the company is listed, a copy of this notice, the accompanying expert's report and the objection form must be given to each relevant securities exchange on the same day as it is lodged with ASIC.</p> <p>(e) The 90% Holder must dispatch the notices and expert's report on the day the 90% Holder lodges the notice with ASIC or on the next business day.</p> <p>(f) The 90% Holder must lodge with ASIC a copy of any objection form as soon as practicable after it is returned.</p> <p>(g) As soon as practicable after the end of the objection period, the 90% Holder must:</p> <ul style="list-style-type: none">(i) prepare a list that sets out the names of all objectors and details of the securities they hold;(ii) lodge the list with ASIC;(iii) give a copy of the list to the Company; and(iv) if the Company is listed, give a copy to the relevant securities exchange. <p>(h) If the holders of 10% of the securities covered by the compulsory acquisition notice object to the proposed acquisition before the end of the objection period, notice must be given to everyone to whom the compulsory acquisition notice was sent:</p> <ul style="list-style-type: none">(i) that the proposed acquisition will not occur; or(ii) that application has been made to the court for approval of the acquisition.

How to provide additional information

Annexures

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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
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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. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc.
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This annexure (mark) of (number) pages referred to in form (form number and title)
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The annexure must be signed by the same person(s) who signed the form.

Privacy

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Notice of compulsory acquisition

Notice

Description of class of securities

To each holder of:

Class of securities ('the class')

Ordinary Shares

Name of target company

in

Name ('the Company')

Outback Metals Limited

ACN/ARBN/ARSN

126 797 573

Insert name of 90% Holder

1. South Cove Limited

('the 90% holder')

Tick one box

☐

holds either alone or with a related body corporate, full beneficial interests in at least 90% of the securities (by number) in the class.

☒

has voting power of at least 90% in the Company and holds, either alone or with a related body corporate, full beneficial interests in at least 90% by value of all securities of the Company that are either shares or convertible into shares.

Description of class of securities

2. Under subsection 664A(3) of the Corporations Act 2001 ('the Act') the 90% Holder may compulsorily acquire all the

Ordinary Shares

if less than 10% by value of holders in that class have objected to the acquisition by the end of the objection period set out in this notice or the Court approves the acquisition under section 664F of the Act.

Description of class of securities

3. The 90% Holder hereby gives notice that it proposes to compulsorily acquire

All Ordinary Shares

that you hold for the cash amount of

Cash amount for the securities. This may be expressed as an amount per security.

A notice sent by post to you is taken to be given to you 3 days after it is posted.

Period during which holders may return the objection form. The period must be at least one month.

4. Under section 664E of the Act, you, (or anyone who acquires the securities during the objection period) have the right to object to the acquisition of your securities by completing and returning the objection form that accompanies this notice within

One Month

of receipt of this notice. The objection cannot be withdrawn.

5. You have the right to obtain the names and addresses of everyone else who holds securities in the class from the Company register.

6. Under section 664F of the Act, if 10% of holders of securities covered by this compulsory acquisition notice have objected to the acquisition before the end of the objection period, the 90% Holder may, within one month after the end of the objection period, apply to the Court for approval of the acquisition of the securities covered by this notice.

Details of the consideration given for the securities

7. During the last 12 months the 90% Holder or an associate has purchased securities of the same class for

Continued... Notice

Include any information that is known to the 90% Holder or any related bodies corporate that is material to deciding whether to object to the acquisition and has not been disclosed in an expert's report under section 667A of the Act.

8.

Signature

Name of person signing

Capacity

Signature

Date signed

[D]

[D]

/

[M]

[M]

/

[Y]

[Y]



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Lodgement details	Who should ASIC contact if there is a query about this form?
	Name <input type="text"/>
	ASIC registered agent number (if applicable) <input type="text"/>
	Company/entity name <input type="text"/>
	ACN/ABN/ARBN/ARSN <input type="text"/>
	Telephone number <input type="text"/>
	Postal address <input type="text"/> <input type="text"/>
	Email address (optional) <input type="text"/>

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Lodgement period	Nil
Lodgement fee	Nil
Other forms to be completed	Nil
Additional information	<p>(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.</p> <p>(b) This notice must be given to each person (other than a related body corporate) who holds securities in the class on the day on which the notice is lodged with ASIC.</p> <p>(c) This notice must be accompanied by:</p> <ul style="list-style-type: none"> (i) an expert's report or all experts' reports prepared pursuant to section 667A of the Corporations Act 2001; and (ii) an objection form. <p>(d) If the company is listed, a copy of this notice, the accompanying expert's report and the objection form must be given to each relevant securities exchange on the same day as it is lodged with ASIC.</p> <p>(e) The 90% Holder must dispatch the notices and expert's report on the day the 90% Holder lodges the notice with ASIC or on the next business day.</p> <p>(f) The 90% Holder must lodge with ASIC a copy of any objection form as soon as practicable after it is returned.</p> <p>(g) As soon as practicable after the end of the objection period, the 90% Holder must:</p> <ul style="list-style-type: none"> (i) prepare a list that sets out the names of all objectors and details of the securities they hold; (ii) lodge the list with ASIC; (iii) give a copy of the list to the Company; and (iv) if the Company is listed, give a copy to the relevant securities exchange. <p>(h) If the holders of 10% of the securities covered by the compulsory acquisition notice object to the proposed acquisition before the end of the objection period, notice must be given to everyone to whom the compulsory acquisition notice was sent:</p> <ul style="list-style-type: none"> (i) that the proposed acquisition will not occur; or (ii) that application has been made to the court for approval of the acquisition.

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Notice of compulsory acquisition

Notice

Description of class of securities

To each holder of:

Class of securities ('the class')

Options exercisable at \$0.001

Name of target company

in

Name ('the Company')

Outback Metals Limited

ACN/ARBN/ARSN

126 797 573

Insert name of 90% Holder

1. South Cove Limited

('the 90% holder')

Tick one box

☐

holds either alone or with a related body corporate, full beneficial interests in at least 90% of the securities (by number) in the class.

☒

has voting power of at least 90% in the Company and holds, either alone or with a related body corporate, full beneficial interests in at least 90% by value of all securities of the Company that are either shares or convertible into shares.

Description of class of securities

2. Under subsection 664A(3) of the Corporations Act 2001 ('the Act') the 90% Holder may compulsorily acquire all the

Options exercisable at \$0.001

if less than 10% by value of holders in that class have objected to the acquisition by the end of the objection period set out in this notice or the Court approves the acquisition under section 664F of the Act.

Description of class of securities

3. The 90% Holder hereby gives notice that it proposes to compulsorily acquire

All Options exercisable at \$0.001

that you hold for the cash amount of

Cash amount for the securities. This may be expressed as an amount per security.

A notice sent by post to you is taken to be given to you 3 days after it is posted.

Period during which holders may return the objection form. The period must be at least one month.

4. Under section 664E of the Act, you, (or anyone who acquires the securities during the objection period) have the right to object to the acquisition of your securities by completing and returning the objection form that accompanies this notice within

One Month

of receipt of this notice. The objection cannot be withdrawn.

5. You have the right to obtain the names and addresses of everyone else who holds securities in the class from the Company register.

6. Under section 664F of the Act, if 10% of holders of securities covered by this compulsory acquisition notice have objected to the acquisition before the end of the objection period, the 90% Holder may, within one month after the end of the objection period, apply to the Court for approval of the acquisition of the securities covered by this notice.

Details of the consideration given for the securities

7. During the last 12 months the 90% Holder or an associate has purchased securities of the same class for

Continued... Notice

Include any information that is known to the 90% Holder or any related bodies corporate that is material to deciding whether to object to the acquisition and has not been disclosed in an expert's report under section 667A of the Act.

8.

Signature

Name of person signing

Capacity

Signature

Date signed

[D]

[D]

/

[M]

[M]

/

[Y]

[Y]



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Notice of compulsory acquisition

Notice

Description of class of securities

To each holder of:

Class of securities ('the class')

Options exercisable at \$0.006

Name of target company

in

Name ('the Company')

Outback Metals Limited

ACN/ARBN/ARSN

126 797 573

Insert name of 90% Holder

1. South Cove Limited

('the 90% holder')

Tick one box

☐

holds either alone or with a related body corporate, full beneficial interests in at least 90% of the securities (by number) in the class.

☒

has voting power of at least 90% in the Company and holds, either alone or with a related body corporate, full beneficial interests in at least 90% by value of all securities of the Company that are either shares or convertible into shares.

Description of class of securities

2. Under subsection 664A(3) of the Corporations Act 2001 ('the Act') the 90% Holder may compulsorily acquire all the

Options exercisable at \$0.006

if less than 10% by value of holders in that class have objected to the acquisition by the end of the objection period set out in this notice or the Court approves the acquisition under section 664F of the Act.

Description of class of securities

3. The 90% Holder hereby gives notice that it proposes to compulsorily acquire

All Options exercisable at \$0.006

that you hold for the cash amount of

Cash amount for the securities. This may be expressed as an amount per security.

A notice sent by post to you is taken to be given to you 3 days after it is posted.

Period during which holders may return the objection form. The period must be at least one month.

4. Under section 664E of the Act, you, (or anyone who acquires the securities during the objection period) have the right to object to the acquisition of your securities by completing and returning the objection form that accompanies this notice within

One Month

of receipt of this notice. The objection cannot be withdrawn.

5. You have the right to obtain the names and addresses of everyone else who holds securities in the class from the Company register.

6. Under section 664F of the Act, if 10% of holders of securities covered by this compulsory acquisition notice have objected to the acquisition before the end of the objection period, the 90% Holder may, within one month after the end of the objection period, apply to the Court for approval of the acquisition of the securities covered by this notice.

Details of the consideration given for the securities

7. During the last 12 months the 90% Holder or an associate has purchased securities of the same class for

Continued... Notice

Include any information that is known to the 90% Holder or any related bodies corporate that is material to deciding whether to object to the acquisition and has not been disclosed in an expert's report under section 667A of the Act.

8.

Signature

Name of person signing

Capacity

Signature

Date signed

[D]

[D]

/

[M]

[M]

/

[Y]

[Y]



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Other forms to be completed	Nil
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Description of class of securities

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Options exercisable at \$0.0012

Name of target company

in

Name ('the Company')

Outback Metals Limited

ACN/ARBN/ARSN

126 797 573

Insert name of 90% Holder

1. South Cove Limited

('the 90% holder')

Tick one box

☐

holds either alone or with a related body corporate, full beneficial interests in at least 90% of the securities (by number) in the class.

☒

has voting power of at least 90% in the Company and holds, either alone or with a related body corporate, full beneficial interests in at least 90% by value of all securities of the Company that are either shares or convertible into shares.

Description of class of securities

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Options exercisable at \$0.0012

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Continued... Notice

Include any information that is known to the 90% Holder or any related bodies corporate that is material to deciding whether to object to the acquisition and has not been disclosed in an expert's report under section 667A of the Act.

8.

Signature

Name of person signing

Capacity

Signature

Date signed

[D]

[D]

/

[M]

[M]

/

[Y]

[Y]