

**Goldway Capital Investment Limited**  
(Incorporated in Hong Kong)  
CR No. 3294426

8 April 2024

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

Dear Manager

**Satisfaction of Minimum Acceptance Condition and change of interests of substantial holder**

Goldway is pleased to announce that it has received acceptances from MCM shareholders representing 83.67% of the issued capital of MCM. Accordingly, the defeating condition set out in paragraph (a) of Section 13.9 of Goldway's bidder's statement dated 2 February 2024 (**Bidder's Statement**), requiring acceptances for at least 50.1% or more of the MCM Shares that it does not have a relevant interest at the commencement date of the Offer (**Minimum Acceptance Condition**), has been fulfilled. As noted in Goldway's third supplementary bidder's statement dated 21 March 2024, Goldway has undertaken to waive all other defeating conditions in Section 13.9 of the Bidder's Statement, which have not yet been fulfilled, immediately upon the Minimum Acceptance Condition being satisfied. Accordingly, Goldway will shortly announce that it will free the Offer of all defeating conditions.

Pursuant to section 671B of the *Corporations Act 2001* (Cth), we attach ASIC Form 604 (Notice of change in interests of substantial holder).

Yours faithfully



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

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder**To Company Name/SchemeMC Mining LimitedACN/ARSN008 905 388**1. Details of substantial holder (1)**

Name

Goldway Capital Investment Limited CR NO. 3294426 (**Goldway**), Senosi Group Investment Holdings Proprietary Limited (c. 41.23% shareholder in Goldway), Dendocept Proprietary Limited (c. 6.93% shareholder in Goldway), Jun Liu and Huan Qu as joint trustees for the Golden Eagle Trust (c. 6.50% shareholder in Goldway); Pacific Goal Investment Limited (c. 6.11% shareholder in Goldway); Yi He (c. 2.12% shareholder in Goldway), Jun Liu (c. 1.65% shareholder in Goldway), Golden Archer Investments (Pty) Ltd (c. 0.06% shareholder in Goldway), Shining Capital GP Limited (c. 8.58% shareholder in Goldway), Ying He Yuan Investment (S) Pte Ltd (c. 5.25% shareholder in Goldway), Longelephant International Trade Limited (c. 3.72% shareholder in Goldway) and Eagle Canyon International Group Holding (Hong Kong) Limited (c. 17.85% shareholder in Goldway) (together the **Consortium**)

ACN/ARSN (if applicable)

N/A

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

05/04/2024

The previous notice was given to the company on

05/04/2024

The previous notice was dated

05/04/2024**2. Details of 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)
Fully paid ordinary shares ( <b>MCM Shares</b> )	326,329,560	80.00%	341,274,024	*83.67%

**\* Based on current issued capital of 407,890,744 MCM Shares on issue as at 04/04/2024.**

**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 the 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 has changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
Takeover acceptances - various dates	Consortium and Goldway	Acquisition of relevant interests as a result of acceptances of	\$0.16 per MCM Share and see Annexure B	14,944,464 MCM Shares	14,944,464

See Annexure B		offers made under the Consortium's off-market takeover bid (as set out in the bidder's statement dated 2 February 2024 and as supplemented from time to time) (the Offer)			
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#### 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
The Consortium Members listed in the 'Consortium member' column of the table in Annexure A Goldway	Each Consortium Member listed in the 'Consortium member' column of the table in Annexure A, for the amount of shares listed for that Consortium Member in the 'Shareholding in MCM' column of the same table	Each Consortium Member listed in the 'Consortium member' column of the table in Annexure A, for the amount of shares listed for that Consortium Member in the 'Shareholding in MCM' column of the same table	Pursuant to section 608(1)(a) of the Corporations Act 2001 (Cth) ( <b>Corporations Act</b> ) as the registered holder of the shares  Pursuant to section 608(1)(b) and (c) of the Corporations Act ( <b>Corporations Act</b> ) in respect of the MCM shares held by each other Consortium Member as a result of the Consortium members' entry into the Joint Bid Deed dated 18 December 2023.	262,290,952 MCM Shares	262,290,952
Consortium Goldway	Various MC Mining shareholders who have accepted the Offer between 16 February 2024 and 5 April 2024	Goldway	The relevant interest in these MCM Shares was acquired as a result of MC Mining shareholders accepting the offer.	78,983,072 MCM Shares	78,983,072

#### 5. Changes in associates

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 shareholder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

#### 6. Addresses

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

Name	Address
The Consortium members listed in the 'Consortium members' column of the table in Annexure A	The addresses listed in the 'Registered address and contact details' column of the table in Annexure A
Goldway	R16/3F Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong

Signature

print name	Jun Liu	capacity	Director
sign here		date	8 April 2024

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 7 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 by which the relevant interest was acquired. 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 (e.g. 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.

**ANNEXURE A**

**MC MINING LTD ACN 008 905 388**

THIS IS ANNEXURE A OF 1 PAGE REFERRED TO IN FORM 604 NOTICE OF CHANGE IN INTERESTS OF SUBSTANTIAL HOLDER

A handwritten signature in black ink, appearing to be 'Jun Liu', written over a horizontal line.

SIGNATURE OF JUN LIU

8 April 2024

DATE

Consortium member	Country of incorporation	Registered address and contact details	Shareholding in MCM	Voting Power in MCM
Senosi Group Investment Holdings Proprietary Limited	South Africa	<b>Address:</b> 4th Floor, Park Lane West, 197 Amarand Avenue, Menlyn Maine, Pretoria, South Africa, 0081	95,357,455	23.38%
Dendocept Proprietary Limited	South Africa	<b>Address:</b> 1st Floor, Greystone, Fourways Golf Park, 32 Roos Street, Fourways 2191, Johannesburg, South Africa	28,265,593	6.93%
Jun Liu and Huan Qu as joint trustees for the Golden Eagle Trust	N/A	<b>Address:</b> 1st Floor, Greystone, Fourways Golf Park, 32 Roos Street, Fourways 2191, Johannesburg, South Africa	26,499,345	6.50%
Pacific Goal Investment Limited	Hong Kong	<b>Address:</b> R16/3F Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong	24,927,757	6.11%
Yi He	N/A	<b>Address:</b> 1st Floor, Greystone, Fourways Golf Park, 32 Roos Street, Fourways 2191, Johannesburg, South Africa	8,664,674	2.12%
Jun Liu	N/A	<b>Address:</b> 1st Floor, Greystone, Fourways Golf Park, 32 Roos Street, Fourways 2191, Johannesburg, South Africa	6,735,240	1.65%
Golden Archer Investment (Pty) Ltd	South Africa	<b>Address:</b> 1st Floor, Greystone, Fourways Golf Park, 32 Roos Street, Fourways 2191, Johannesburg, South Africa	264,845	0.06%
Shining Capital GP Limited	Hong Kong	<b>Address:</b> One Nexus Way, Camana Bay, Grand Cayman, KY1-9005, Cayman Islands	35,000,000	8.58%
Ying He Yuan Investment (S) Pte Ltd	Singapore	<b>Address:</b> 24 Ean Kiam Place, Singapore, 4299115	21,413,462	5.25%
Longelephant International Trade Limited	Hong Kong	<b>Address:</b> 12F, San Toi Building, 137-139 Connaught Road Central, Hong Kong	15,162,581	3.72%
Eagle Canyon International Group Holding (Hong Kong) Limited	Hong Kong	<b>Address:</b> R16/3F Eton Tower, 8 Hysan Avenue, Causeway Bay, Hong Kong	Nil	Nil
<b>TOTAL</b>			262,290,952	64.30%

**ANNEXURE B**

**MC MINING LTD ACN 008 905 388**

THIS IS ANNEXURE B OF 1 PAGE REFERRED TO IN FORM 604 NOTICE OF CHANGE IN INTERESTS OF SUBSTANTIAL HOLDER



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SIGNATURE OF JUN LIU

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8 April 2024

DATE

Date of change	Number of MCM Shares	Consideration (per MCM Share)	Consideration (total)
4 April 2024	1,137,639	\$0.16	\$182,022.24
5 April 2024	13,806,825	\$0.16	\$2,209,092.00
TOTAL	14,944,464	N/A	\$2,391,114.24