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50 Bridge Street, Sydney NSW 2000, Australia
GPO Box 9925, Sydney NSW 2001, Australia
Tel +61 2 9210 6500
Fax +61 2 9210 6611
www.corrs.com.au



19 February 2024

Sydney
Melbourne
Brisbane
Perth
Port Moresby

Online lodgement

The Manager
Market Announcements Office
ASX Limited
Level 40, Central Park
152-158 St George's Terrace
PERTH WA 6000

Contacts

Andrew Lumsden +61 2 9210 6385
Email: Andrew.Lumsden@corrs.com.au
Lizzie Knight
Email: Lizzie.Knight@corrs.com.au

Dear Sir/Madam

Takeover bid by Perseus Mining Limited for OreCorp Limited - completion of despatch of bidder's statement

We act for Perseus Mining Limited ACN 106 808 986 (ASX: PRU) (**Perseus**), in relation to its off-market takeover bid under Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) for all of the current and to be issued securities in OreCorp Limited ACN 147 917 299 (ASX: ORR) (**OreCorp**) (**Offer**).

We also refer to the application lodged on behalf of Perseus on 12 February 2024, requesting ASIC consent to an abridgement of the 14-day despatch period as set out in item 6 of the table in section 633(1) of the Corporations Act (as notionally modified by section 5(a)(b) of ASIC Corporations (Replacement Bidder's Statement and Target's Statements) Instrument 2023/688 (**LI 2023/688**), so as to allow the Replacement Bidder's Statement to be despatched to shareholders of OreCorp within a 3 day period commencing on 19 February 2023 (being the earliest date for despatch of the offers under the Replacement Bidder's Statement).

On 16 February 2024, Perseus received ASIC's agreement (within the meaning of item 6 of subsection 633(1) of the Act as modified by LI 2023/688) to the Replacement Bidder's Statement being sent to shareholders of OreCorp on or after Monday, 19 February 2024.

We **attach**, by way of service pursuant to section 633(1) item 8 of the Corporations Act, a notice confirming that Perseus has today completed despatch of its replacement bidder's statement dated 16 February 2024 (**Bidder's Statement**), which includes an offer dated 19 February 2024, as required by section 633(1) item 6 of the Corporations Act.

Yours faithfully

Corrs Chambers Westgarth

A handwritten signature in blue ink that reads "Lizzie Knight".

Lizzie Knight
Partner

attachments

Notice of completion of despatch of bidder's statement and offers

Section 633(1), item 8 of the *Corporations Act 2001* (Cth)

To: Australian Securities Exchange (ASX)

Perseus Mining Limited ACN 106 808 986 (ASX: PRU) (**Perseus**) gives notice that it has today completed despatch of its replacement bidder's statement dated 16 February 2024 (**Bidder's Statement**), which includes an offer dated 19 February 2024 to each person registered as the holder of fully paid ordinary securities in OreCorp Limited ACN 147 917 299 (ASX: ORR) (**OreCorp**) as at 7.00pm (Sydney time) on 29 January 2024, being the date set by Perseus in accordance with its original bidder's statement dated 29 January 2024 under section 633(2) of the Corporations Act.

In accordance with section 110D and section 633(1), item 7 of the *Corporations Act 2001* (Cth), despatch to OreCorp shareholders occurred by sending to each OreCorp shareholder's registered postal address a copy of the Bidder's Statement, as well as a Transfer and Acceptance Form (**Acceptance Form**).

A copy of the Acceptance Form is attached to this notice.

Date: 19/02/2024

Signed for and on behalf of Perseus Mining Limited ACN 106 808 986 by:



.....
Jeffrey Quartermaine

Chairman and Chief Executive Officer

Return your Form:

✉ **By Mail:**
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia

@ **By Email:**
corpactprocessing@computershare.com.au

For all enquiries:

📞 **Phone:**
(within Australia) 1300 264 749
(outside Australia) +61 3 9415 4837



ORRTK2
MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Takeover Acceptance Form

ISSUER

🕒 **Your form must be received by the end of the Offer Period.**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer ("Offer") by Perseus Mining Limited ("Perseus") (ABN 27 106 808 986) to acquire all of your OreCorp Shares in OreCorp Limited ("OreCorp") (ABN 24 147 917 299) the terms of which are set out in the Bidder's Statement from Perseus dated 29 January 2024 as replaced or supplemented (the "Bidder's Statement"). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be issued to the name(s) as they appear on the latest copy of the OreCorp register, as provided to Perseus. The current address recorded by Perseus is printed above and overleaf. If you have recently bought or sold OreCorp Shares your holding may differ from that shown. If you have already sold all your OreCorp Shares, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your OreCorp Shares.

Step 3: CGT Declaration

Please refer to sections 7.5 of the Bidder's Statement for further details before completing step 3 overleaf. If you **MARK** the box in step 3, Perseus **WILL** withhold a sufficient portion of the Offer consideration otherwise payable to you to enable the payment of 12.5% Capital Gains Tax (**CGT**) withholding tax to the Australian Taxation Office.

Step 4: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing as Power of Attorney (**POA**), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a Company, this form must be signed in accordance with the Corporations Act, either as:

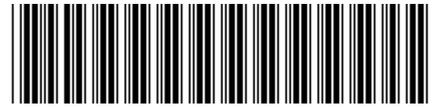
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- two Directors, **OR**
- a Director and Secretary.

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Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form ➔



I 1111111111 I ND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Offer Details: Securityholding as at Register Date:

2000

By accepting the Offer, you are accepting the Offer for ALL the OreCorp Shares as recorded by OreCorp as being held by you at the date your acceptance is processed (even if different to the number stated above).

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- I/we am/are an Australian tax resident OreCorp Shareholder; or
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held less than 10% of the OreCorp Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

By **MARKING** this box, I/we declare that:

- I/we am/are a **foreign tax resident** OreCorp Shareholder; and
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I/We accept the Offer made by Perseus for OreCorp Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our OreCorp Shares as per the above instruction.

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**Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)**

Securityholder 2

Director

Securityholder 3

**Director/Company Secretary
(cross out titles as applicable)**

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Notice

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Perseus Mining Limited

ABN 27 106 808 986



ORRTK2
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UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

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GPO Box 52
Melbourne Victoria 3001
Australia



By Email:
corpactprocessing@computershare.com.au

For all enquiries:

Phone:



(within Australia) 1300 264 749
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Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your OreCorp Shares.

As your OreCorp Shares are in a CHESS holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Perseus to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Perseus and Computershare Investor Services Pty Limited ("CIS") to request your Controlling Participant to initiate acceptance of the Offer on your behalf.

By signing this form, you warrant to Perseus (and authorise Perseus to warrant on your behalf) that you have full legal and beneficial ownership of the OreCorp Shares to which this form relates and that Perseus will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

You should allow sufficient time for your Controlling Participant or Perseus to initiate the acceptance of Perseus's Offer on your behalf. Neither Perseus or CIS will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

Step 3: CGT Declaration

Please refer to sections 7.5 of the Bidder's Statement for further details before completing step 3 overleaf. If you **MARK** the box in step 3, Perseus **WILL** withhold a sufficient portion of the Offer consideration otherwise payable to you to enable the payment of 12.5% Capital Gains Tax (**CGT**) withholding tax to the Australian Taxation Office.

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Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



X 2222222222 I ND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 123
SAMPLE STREET
SAMPLETOWN NSW 2001

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

2000

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Director

Securityholder 3

Director/Company Secretary
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Contact
Name _____

Contact
Daytime
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Date ____ / ____ / ____

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Perseus Mining Limited

ABN 27 106 808 986



ORRTK2
MR SAM SAMPLE
UNIT 321
SAMPLE STREET
SAMPLEVILLE UNITED KINGDOM

Return your Form:



To Your Controlling Participant:
Return this form directly to your stockbroker



By Mail:
Computershare Investor Services Pty Limited
GPO Box 52
Melbourne Victoria 3001
Australia



By Email:
corpactprocessing@computershare.com.au

For all enquiries:

Phone:
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Turn over to complete the form →



X 3333333333

IND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 321
SAMPLE STREET
SAMPLEVILLE UNITED KINGDOM

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

1000

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Securityholder 2

Director

Securityholder 3

Director/Company Secretary
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Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

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Perseus Mining Limited

ABN 27 106 808 986



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- two Directors, **OR**
- a Director and Secretary.

Overseas Companies: Where the holding is in the name of an Overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form →



X 4444444444 IND

Takeover Acceptance Form

For your security keep your SRN/
HIN confidential.

STEP 1 Registration Name & Offer Details

Registration Name: MR SAM SAMPLE
UNIT 321
SAMPLE STREET
SAMPLEVILLE UNITED KINGDOM

Controlling Participant Identifier:

Offer Details: Securityholding as at Register Date:

1000

By accepting the Offer, you are accepting the Offer for ALL the OreCorp Shares as recorded by OreCorp as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of your OreCorp Shares. The consideration applicable is set out in the terms of Perseus' Offer.

STEP 3 CGT Declaration

Please refer to sections 7.5 of the Bidder's Statement for further details before completing the below section. If you **MARK** this box, Perseus **WILL** withhold a sufficient portion of the Offer consideration otherwise payable to you to enable the payment of 12.5% Capital Gains Tax (**CGT**) withholding tax to the Australian Taxation Office.

By leaving this box blank, I/we declare that

- I/we am/are an Australian tax resident OreCorp Shareholder; or
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held less than 10% of the OreCorp Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

By **MARKING** this box, I/we declare that:

- I/we am/are a **foreign tax resident** OreCorp Shareholder; and
- I/we am/are not Australian tax resident and I/we together with my/our associates, have held 10% or more of the OreCorp Shares at the time of accepting the Offer or for a continuous 12 month period during the two years preceding that time.

STEP 4 Signature of Securityholder(s) *This section must be completed.*

I/We accept the Offer made by Perseus for OreCorp Shares and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our OreCorp Shares as per the above instruction.

Individual or Securityholder 1

**Sole Director and Sole Company Secretary/
Sole Director (cross out titles as applicable)**

Securityholder 2

Director

Securityholder 3

**Director/Company Secretary
(cross out titles as applicable)**

Contact
Name _____

Contact
Daytime
Telephone _____

Date ____ / ____ / ____

Privacy Notice

The personal information you provide on this form is collected by Computershare Investor Services Pty Limited ("CIS") for the purpose of maintaining registers of securityholders, facilitating distribution payments and other corporate actions and communications. We may also use your personal information to send you marketing material approved by Perseus Mining Limited. You may elect not to receive marketing material by contacting CIS using the details provided on the front of this form or by emailing privacy@computershare.com.au. We may be required to collect your personal information under the Corporations Act 2001 (Cth) and ASX Settlement Operating Rules. We may disclose your personal information to our related bodies corporate and to other individuals or companies who assist us in supplying our services or who perform functions on our behalf, to Perseus Mining Limited or to third parties upon direction by Perseus Mining Limited where related to the administration of your securityholding or as otherwise required or permitted by law. Some of these recipients may be located outside Australia, including in the following countries: Canada, India, New Zealand, the Philippines, the United Kingdom and the United States of America. For further details, including how to access and correct your personal information, and information on our privacy complaints handling procedure, please contact our Privacy Officer at privacy@computershare.com.au or see our Privacy Policy at <http://www.computershare.com/au>.