

QGold Pty Ltd

ABN 12 149 659 950

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30 April 2024

The Manager
Market Announcements Office
ASX Limited

COMPULSORY ACQUISITION OF SHARES IN CARAWINE RESOURCES LIMITED — LIST OF OBJECTORS

On 21 March 2024, QGold Pty Ltd ACN 149 659 950 (**QGold**) commenced the process of compulsorily acquiring all the shares in Carawine Resources Limited ACN 611 352 348 (**CWX**) that it and its related bodies corporate do not otherwise own in accordance with Part 6A.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Compulsory Acquisition**).

The purpose of this letter is to advise that as at the conclusion of the objection period on 28 April 2024, QGold has received objections from shareholders that hold at least 10% of the shares covered by the notice of Compulsory Acquisition. We confirm that QGold has lodged with the Australian Securities and Investments Commission (**ASIC**) a copy of all objection forms returned under section 664E(1) of the *Corporations Act*, in accordance with section 664E(2) of the *Corporations Act*.

In accordance with section 664E(3)(b) of the *Corporations Act*, we hereby advise that QGold lodged with ASIC on 30 April 2024 a list that sets out:

- (a) the names of people who hold securities covered by the notice of Compulsory Acquisition and have objected to the acquisition; and
- (b) the details of the securities they hold,

a copy of which is enclosed in accordance with section 664E(3)(d) of the *Corporations Act* and will be sent to CWX in accordance with section 664E(3)(c) of the *Corporations Act*.

We hereby advise that QGold intends to apply for court approval in accordance with section 664F of the *Corporations Act*.

Yours sincerely



Christopher Wallin
Director

Enc

QGold Pty Ltd

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30 April 2024

Australian Securities and Investments Commission
GPO Box 9827
Melbourne VIC 3001

Dear Sir/Madam

COMPULSORY ACQUISITION OF SHARES IN CARAWINE RESOURCES LIMITED — LIST OF OBJECTORS

On 21 March 2024, QGold Pty Ltd ACN 149 659 950 (**QGold**) lodged with the Australian Securities and Investments Commission (**ASIC**) a compulsory acquisition notice in respect of all the shares in Carawine Resources Limited ACN 611 352 348 (**CWX**) that it and its related bodies corporate do not otherwise own in accordance with Part 6A.2 of the *Corporations Act 2001* (Cth) (**Corporations Act**) (**Compulsory Acquisition**).

The purpose of this letter is to advise that as at the conclusion of the objection period on 28 April 2024, QGold has received objections from shareholders that hold at least 10% of the shares covered by the notice of Compulsory Acquisition.

In accordance with section 664E(3)(b) of the Corporations Act, we enclose a list that sets out:

- (a) the names of people who hold securities covered by the notice of Compulsory Acquisition and have objected to the acquisition; and
- (b) the details of the securities they hold.

We hereby advise that QGold intends to apply for court approval in accordance with section 664F of the Corporations Act.

Yours sincerely



Christopher Wallin
Director

Enc



Documents relating to takeovers

Related forms:

6021 Notice of compulsory acquisition following takeover bid
6022 Notice of buy out to remaining shareholders - takeover bid

6023 Notice of buy out to holders of convertible securities - takeover bid
6024 Notice of compulsory acquisition
6025 Notice of right of buy out to holders of convertible securities by 100% holder

Attach the documents indicated below to this form.

Document details

Indicate in the appropriate box the type of document(s) included with this form.

Type of document	ASIC use only (Form code)
Notice of status of defeating condition - unquoted bid class securities	
<input type="checkbox"/> Near end of offer period - s630(3)	672B
<input type="checkbox"/> Fulfilled - s630(4)	672A
<input type="checkbox"/> Notice of service of bidder's statement - off market - s633 Step 4	6011
<input type="checkbox"/> Notice that takeover offers have been sent - off market - s633 Step 9	6201
<input type="checkbox"/> Target's statement and reports - off market - s633 Step 13	6211
Bidder's statement and offer - off market	
<input type="checkbox"/> Equities - s633(1)	6181A
<input type="checkbox"/> Managed investment schemes - s633(1)	6181B
<input type="checkbox"/> Notice of date set for determination of holders of securities - off market - s633(4)	670
Takeover bidder's statement and documents sent to ASX - on market	
<input type="checkbox"/> Equities - s635 Step 5	6291A
<input type="checkbox"/> Managed investment schemes - s635 Step 5	6291B
<input type="checkbox"/> Document accompanying bidder's statement - on market bid - s635 Step 7	6301
<input type="checkbox"/> Target's statement and reports - on market - s635 Step 12	6331
Supplementary statement regarding takeover bid	
<input type="checkbox"/> Bidder's supplementary statement - s647(3)(a)	675A
<input type="checkbox"/> Target's supplementary statement - s647(3)(a)	675B
<input type="checkbox"/> Replacement bidder's statement - Class Order 00/344	675C
<input type="checkbox"/> Replacement bidder's statement marked up - Class Order 00/344	675D
<input type="checkbox"/> Court order regarding proportional takeover provisions in constitution - s648G	6271
Notice of variation in takeover offer	
<input type="checkbox"/> Market bid - s649C	6321A
<input type="checkbox"/> Off market bid - s650D	6321B
<input type="checkbox"/> Notice offers free of defeating condition - off market bid - s650F	6261
<input type="checkbox"/> Notice of disclosure regarding substantial holding in bid period - s654C(3)	671
<input type="checkbox"/> Notice of objection regarding compulsory acquisition/buy out - s664E(2)	6026
<input checked="" type="checkbox"/> List of members objecting to compulsory acquisition/buy-out - s664E(3)(b)	6027

Bidder details

Entity name

QGold Pty Ltd

ACN/ABN/ARBN/ARSN (if applicable)

149 659 950

Target details

Company/entity name

Carawine Resources Limited

ACN/ABN/ARBN/ARSN

611 352 348

Lodgement details

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

Name

Ann Huynh

ASIC registered agent number (if applicable)

Company/entity name

QGold Pty Ltd

ACN/ABN/ARBN/ARSN (if applicable)

149 659 950

Telephone number

07 3002 2900

Postal address

PO Box 10630

Brisbane, Queensland, 4000

Email address (optional)

notificationsgold@qcoal.com.au

Total number of pages including this cover sheet

4

Signature

I certify that the information in this form is true and complete.

Name

Christopher Wallin

Capacity

On behalf of the bidder named in this document as a director of that entity

Entity name (if acting as an agent)

QGold Pty Ltd

Signature



Date signed

3 0 / 0 4 / 2 4
[D] [D] [M] [M] [Y] [Y]**Lodgement**Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 9827 in your capital city.**For more information**Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

LIST OF OBJECTORS

Carawine Resources Limited (ACN 611 352 348)

This is a list prepared by QGold Pty Ltd ACN 149 659 950 pursuant to section 664E(3) of the *Corporations Act 2001* (Cth) (**Corporations Act**) that sets out:

- (a) the names of people who hold securities covered by the compulsory acquisition notice dated 21 March 2024 pursuant to section 664C of the *Corporations Act*, in respect of all the ordinary shares in Carawine Resources Limited ACN 611 352 348 (**CWX**) that QGold and its related bodies corporate do not otherwise own (**Compulsory Acquisition**), and have objected to the Compulsory Acquisition; and
- (b) the details of the securities they hold, being ordinary shares in CWX.

<i>Item (a) above:</i> Names of securityholders of CWX	<i>Item (b) above:</i> Details of securities held (ordinary shares in CWX)
1. Kerrin John Woods & Faye Leonie Woods ATF Woods Family Superfund	18,199
2. Melinda Kirkwood	3,333
3. Airgro Pty Ltd ATF Aquilia Superfund	100,000
4. Brendon Joseph Jurd & Maryann Jurd	7,000
5. Kerry Castles	351
6. Mr Seng Kee Foong	3,000
7. Kevin Gerald Hibbert	14,141
8. Kerry Corish	263
9. Robert John Morton	1,143
10. Brett McWatters	3,224
11. Mr Gerald Kin Tuck Loo	11,726
12. Gary Colman & Jacqueline Colman ATF Colman Family Superfund	141,910
13. Jacqueline Anne Colman	53,333
14. Denise Eileen Cochrane	20,000
15. M.Cramer Pty Ltd ATF Mark Cramer Family Superfund	5,000
16. Gordon Bradley Elkington	1,223
17. Oscar Henham Colman	18,334
18. Darryl Lloyd Pilgrim	200,000
19. Stuart William Ashton	18,396
20. Wayne Bruce Clarke	34,100
21. Ms Michaela Suzanne Mitchell	2,200
22. Mr David Friedman	184,422
23. Ian Douglas	96
24. Berge Der Sarkissian	1,596,716
25. Gregory Damien Meredith	100,000
26. David John Macdonald	15,000
27. Jonathon Ian Langton & Kerry Anne Langton	100,000

Item (a) above: Names of securityholders of CWX		Item (b) above: Details of securities held (ordinary shares in CWX)
28.	Roger Castillo	100,000
29.	Adrian Castillo	25,000
30.	Jeremy Grey Allan	220,290
31.	Gerard John Oakford	100,000
32.	Patricia Mary Pullin	4,363
33.	Robert John Catto	386,469
34.	Bernadette Ann Moran	3,000
35.	Leon Friedman	3,373
36.	Bruce Allan Head & Beth Alison Head	55,000
37.	B & B Head Superannuation Pty Ltd ATF The B&B Head Superfund	50,000
38.	Timothy Richards*	1,950

**QGold is seeking to confirm the details of securities held by this objecting shareholder.*