

2 July 2024

## INITIAL INFORMATION FOR CREDITORS AND SUPPLIERS

**CALIDUS RESOURCES LIMITED (ACN 006 640 553) (RECEIVERS AND MANAGERS APPOINTED)**

**KERAS (PILBARA) GOLD PTY LTD (ACN 169 795 037) (RECEIVERS AND MANAGERS APPOINTED)**

**CALIDUS BLUE SPEC PTY LTD (ACN 643 467 501) (RECEIVERS AND MANAGERS APPOINTED)**

**KERAS (GOLD) AUSTRALIA PTY LTD (ACN 152 080 110)**

**MILLENNIUM MINERALS PTY LTD (ACN 003 257 556)**

**CALIDUS OTWAYS PTY LTD (ACN 640 807 183)**

**(ALL ADMINISTRATORS APPOINTED)**

**(“THE COMPANIES”)**

The purpose of this document is to provide you with information about the voluntary administration of the Companies and your rights as a creditor.

### APPOINTMENT OF VOLUNTARY ADMINISTRATORS

We advise that Hayden White and Daniel Woodhouse were appointed as Joint and Several Voluntary Administrators (“Administrators”) of the above Companies on 28 June 2024 by a resolution of the Companies’ directors.

In addition, Richard Tucker and John Bumbak of KordaMentha were subsequently appointed as Joint and Several Receivers and Managers (“Receivers”) by the senior secured creditor, Macquarie Bank, on 28 June 2024 to the following three companies:

- Calidus Resources Ltd ACN 006 640 553;
- Keras (Pilbara) Gold Pty Ltd ACN 169 795 037; and
- Calidus Blue Spec Pty Ltd ACN 643 467 501.

A copy of my Declaration of Independence, Relevant Relationships and Indemnities (“DIRRI”) is **attached**. The DIRRI assists you to understand any relevant relationships that we have, and any indemnities or upfront payments that have been provided to us. We have considered each

**FTI Consulting (Australia) Pty Limited**

ABN 49 160 397 811 | ACN 160 397 811 | AFSL Authorized Representative # 001269325

Level 47, Central Park | 152-158 St George's Terrace | Perth WA 6000 | Australia

Postal Address | PO Box Z5486 | Perth WA 6831 | Australia

+61 8 9321 8533 telephone | fticonsulting.com

*Liability limited by a scheme approved under Professional Standards Legislation.*

relationship and it is our opinion that none of the relationships disclosed in the DIRRI result in a conflict of interest or duty or affect our independence.

## VOLUNTARY ADMINISTRATION

Voluntary administration is a process under the law which allows companies unable to pay their debts, or likely to become unable to pay their debts to appoint an independent, qualified person (called a voluntary administrator) to take control of the company and its operations. This process allows breathing space to work out the best outcome for all stakeholders and involves the voluntary administrators calling creditors' meetings over the following 20 business days at which creditors decide the future of the company. The creditors will determine if the company:

- a) Be returned to the director(s);
- b) Be placed into liquidation; or
- c) Enter into a Deed of Company Arrangement.

According to the Companies' records, you may be a creditor of the Companies.

## WHAT HAPPENS TO YOUR DEBT?

All creditors of the Companies are now creditors in the voluntary administration. As a creditor, you have certain rights, although your debt will be dealt with in the voluntary administration. Further information regarding your rights as a creditor is **enclosed** with this circular.

It is important to note that a voluntary administration creates restrictions on creditors being able to enforce their rights. You generally cannot enforce your claim, recover your property, enforce your security, commence an action to place the company into liquidation or act on a personal guarantee. Please refer to Important statements for all creditors and suppliers **attached**.

If you have leased the Companies' property, have a retention of title claim or hold a Personal Property Security in relation to the Companies, please contact our staff as soon as possible. Further information is **enclosed** - please refer to Requirements for parties with security interests and other claims **attached**.

## OPERATIONS AND TRADING

### *Warrawoona Gold Project*

The Receivers have taken control of the three entities they have been appointed to and are currently managing the ongoing operations of the Warrawoona Gold Project.

For any trading queries in relation to the Warrawoona Gold Project, please contact the Receivers at [calidus@kordamentha.com](mailto:calidus@kordamentha.com).

### *Nullagine Gold Project*

Entities not under the control of the Receivers, hold tenement and mining assets, including the Nullagine Gold Project, which are under the sole control of the Administrators. These entities are:

- Keras (Gold) Australia Pty Ltd; and
- Millennium Minerals Pty Ltd;

Additionally, the administrators have been appointed over Calidus Otways Pty Ltd.

The Administrators are undertaking an urgent assessment of the Nullagine project, with a view to commencing a process to seek a sale or recapitalisation as soon as possible.

Please note that if you are an employee, you will receive a separate communication on how this appointment impacts your ongoing dealings with the Companies.

Please refer to Important statements for all creditors and suppliers **attached**.

## MEETINGS OF CREDITORS

As Voluntary Administrators, we are required to hold two meetings of creditors.

### *First meeting of creditors*

When a Company enters into voluntary administration, the Administrators are required to convene a first meeting of creditors within eight (8) business days after the commencement of the voluntary administration.

The First Meeting of the Creditors will be held concurrently at 10:30 AM (AWST) on Wednesday, 10 July 2024.

In this regard, please find **enclosed** the following documents:

- a) Notice of First Meeting of Creditors of the Companies under Administration;
- b) Form - Appointment of Proxy; and
- c) Formal Proof of Debt or Claim Form.

If you intend to appoint another person to act on your behalf at the meeting, or you are a corporate creditor, you are required to complete and return the **enclosed** proxy form appointing your representative to [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com) no later than 1:00pm (AWST) on Tuesday, 9 July 2024.

You can appoint anyone who is attending the meeting as your proxy and direct them how you wish your vote to be cast. If you choose to do this, they must cast your vote as directed.

Creditors are required to lodge proofs of debt for voting purposes no later 1:00pm (AWST) on Tuesday, 9 July 2024, failing which they may be excluded from voting at the meeting. A Proof of Debt or Claim Form is **attached** for this purpose. Proofs of Debt may be sent to FTI Consulting, [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com).

General information regarding the conduct of meetings of creditors and the completion of proxy forms and proof of debt forms is **enclosed** and can also be found on our website at <http://www.fticonsulting-asia.com>.

Statutory notices and advertisements about the Companies will be published on ASIC's Published Notices website at <https://publishednotices.asic.gov.au/>.

### *Second meeting of creditors*

A second meeting of creditors will be held, at which creditors will vote on the future of each of the Companies. Details of that meeting and a Report to Creditors on the Companies' business, property, affairs and financial circumstances will be sent to you in due course.

### **COSTS OF THE VOLUNTARY ADMINISTRATION PROCESS**

**Attached** to this circular is my Initial Remuneration Notice, which provides you with information about how we propose to be paid for undertaking the voluntary administration.

We will seek approval of my remuneration at the second meeting of creditors. We will provide you with further information regarding our remuneration before that meeting, detailing the tasks that we have attended to, will be required to attend to, and the costs of those tasks.

If you have any information that you think may help with the administration of the Companies, the sale or help the administrators with the investigations into the Companies' affairs, please contact us. Our details are **attached** – please refer to Administrators' background and contact details.



Hayden White

Joint and Several Administrator

## NOTICES AND ATTACHMENTS INCLUDED IN THIS CIRCULAR

The administration will be conducted on the basis of the information contained in the following notices and attachments:

### **Administrators' background and contact details**

### **Important statements for all creditors and suppliers**

### **Requirements for parties with security interests and other claims**

**Administrators' trading procedures.** This includes the specimen signatures of the Administrators and their authorised persons.

### **Details and notices for the first meeting of creditors**

- Notice of First Meeting of Creditors of the Companies under Administration;
- Form - Appointment of Proxy;
- Formal Proof of Debt or Claim Form (for voting purposes);
- Guidance notes for completing proxy and proof of debt or claim forms.

### **Independence and remuneration disclosures**

- Initial advice to creditors – basis of remuneration;
- FTI Consulting Standard Rate schedule; and
- The Administrators' Declaration of Independence, Relevant Relationships and Indemnities.

### **Information sheets about your rights and the voluntary administration process**

- Information regarding your rights as a creditor;
- Information sheet called "*Insolvency information for directors, employees, creditors and shareholders*";
- Additional information sheets on the administration process can be obtained at [www.asic.gov.au](http://www.asic.gov.au) (search for "insolvency information sheets") or [www.arita.com.au/creditors](http://www.arita.com.au/creditors).

## **ADMINISTRATORS' BACKGROUND AND CONTACT DETAILS**

### **ABOUT US**

Daniel Woodhouse and Hayden White are Senior Managing Directors at FTI Consulting (Australia) Pty Ltd. They are both Registered Liquidators and Professional Members of the Australian Restructuring Insolvency and Turnaround Association.

FTI Consulting specialises in corporate finance and restructuring and is part of FTI Consulting, Inc. a global business advisory firm dedicated to helping organisations protect and enhance enterprise value. You can find out more at [www.fticonsulting-asia.com](http://www.fticonsulting-asia.com).

### **CREDITOR ENQUIRIES – FIRST MEETING OF CREDITORS AND GENERAL MATTERS**

For queries about the forthcoming meeting or the administration generally, please contact Administrators' office by one of the following methods:

Telephone: 08 9321 8533

Email: [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com)

Post: PO Box Z5486 Perth WA 6000

## **IMPORTANT STATEMENTS FOR ALL CREDITORS AND SUPPLIERS**

### **NO ADOPTION OF ANY CONTRACTS OR ASSUMPTION OF LIABILITIES OF THE COMPANIES BY THE ADMINISTRATORS**

The Administrators are not personally adopting, and will not adopt, any agreement or contract that you may have with the Companies. The Administrators will not be liable for any liability of the Companies under any agreement or contract with you.

Any payments made by the Administrators for any goods or services does not constitute, nor in any way imply, adoption of any contract or an assumption of any liability of the Companies by the Administrators.

### **EXISTING DEBTS AND CLAIMS CANNOT BE PAID BY ADMINISTRATORS**

The Administrators cannot pay any creditor's debts or claims that arise from circumstances or arrangements that were in place with the Companies before the Administrators' appointment. Payment of these amounts will depend on the outcome of the administration.

### **NO SET-OFF AGAINST PRE-APPOINTMENT DEBTS OR CLAIMS**

Any amounts due from you to the Companies must not under any circumstances be set-off against amounts due from the Companies to you.

### **PROTECTION OF COMPANIES' PROPERTY AND GENERAL RESTRICTIONS ON THIRD PARTY RIGHTS DURING THE ADMINISTRATION**

Without leave of the Court, or the Administrators' written consent:

A proceeding in a court against the Companies or in relation to any of their property cannot be begun or proceeded with;

Except for perishable property – owners, lessors and creditors with security interests in the Companies' property, cannot enforce their security interest, sell any such property they hold, and are not entitled to take possession or otherwise recover such property; and

No enforcement process in relation to property of the Companies can be begun or proceeded with.

*See sections 440B to 440F of the Corporations Act 2001 for further details.*



## **REQUIREMENTS FOR PARTIES WITH SECURITY INTERESTS AND OTHER CLAIMS PARTIES WHO ARE REQUIRED TO CONTACT US**

Please contact Administrators' office at [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com) as soon as possible if you:

- Have supplied any goods or collateral to the Companies and you have registered a security interest in such property on the Personal Property Security Register ("PPSR");
- Are otherwise claiming security or proprietary rights in any asset or property owned by or in possession of the Companies;
- Lease or hire goods or property to the Companies;
- Are claiming a lien over property of the Companies; and/or
- Have commenced legal proceedings against the Companies.

We will be writing to all parties who have registered a security interest on the PPSR.

## **PARTIES WITH PMSI, RETENTION OF TITLE AND CONSIGNMENT CLAIMS OVER PROPERTY**

Parties with these claims are requested as soon as possible to:

1. Give us details of the items supplied to the Companies (including any features by which that property is able to be identified, for example - serial number/s) and which remain unpaid for; and
2. Provide details of your registration on the PPSR with all relevant supporting documents.

## **GENERAL STATEMENT**

The Administrators will consider the information and details provided to them in support of any claims. Where a claim is valid and not disputed, the Administrators will comply with their obligations at law. This should not be interpreted as, in any way, limiting or restricting the rights of the Administrators or the Companies, whose rights are expressly reserved.

Please note the Administrators may require payment of their reasonable expenses and remuneration incurred in the identification, preservation and distribution of property to secured parties, purchasers and/or other persons that the property belongs to. This also includes circumstances where property (such as inventory, for example) is made available for collection.

Affected parties should seek their own advice as applicable and as they deem appropriate.

## **ADMINISTRATORS' TRADING PROCEDURES WARRAWOONA GOLD PROJECT**

For any queries in relation to the Warrawoona Gold Project, please contact the Receivers at [calidus@kordamentha.com](mailto:calidus@kordamentha.com)

## **NULLAGINE PROJECT AND TENEMENT ASSETS IN ADMINISTRATORS' CONTROL**

The Nullagine Project is currently under care and maintenance.

## **PURCHASE ORDER TO BE ISSUED TO SUPPLIERS FOR GOODS AND SERVICES**

The Companies will raise a purchase order for goods and services that are required during the period of the administration. Goods supplied or services rendered to the Companies after our appointment will be paid in accordance with these procedures provided that:

1. A purchase order has been issued for the applicable good or service;
2. The purchase order has been signed by the Administrators or our authorised signatories. The specimen signatures of our authorised representatives for this purpose are included with this circular; and
3. The Administrators' liability does not exceed the amount specified on the purchase order.

## **NEW ACCOUNTS AND OTHER ACCOUNTING PROCEDURES TO BE FOLLOWED**

Suppliers must comply with the following procedures:

1. Close any existing accounts against the Companies. These accounts will be for goods supplied and services rendered up to and including the date of appointment;
2. Open a new account for the Companies with the words "Administrators Appointed" added after the Companies' name. This new account is to be used for goods supplied and services rendered to the respective Companies during the period of the administration;
3. Update contact details for the Companies within your systems to also include the Administrators' contact details; and
4. Please ensure your invoices include the Administrators' purchase order number. This will likely be a new number sequence to help demarcate pre and post-appointment orders.

## **PAYMENTS AND ACCEPTANCE OF LIABILITY FOR GOODS OR SERVICES**

Validly authorised liabilities created after our appointment in accordance with these procedures will be paid in accordance with your/the Companies' usual terms unless we determine otherwise.

All payments made by the Companies or Administrators must be applied against liabilities incurred by the Administrators. These payments cannot be set-off against any other claims against or liabilities incurred by the Companies.

If you have current orders or bookings with the Companies (including goods in transit or pending delivery), you will need a new purchase order to be issued in accordance with these procedures (and before any goods or services are provided) before the Administrators will accept liability.

It is your responsibility to contact us if you require clarification about any of these arrangements.

## ADMINISTRATORS' TRADING PROCEDURES – AUTHORISED PERSONS

The following persons are authorised to sign purchase orders for the Companies:

Name	Company	Signature	Order Limit (\$)
Hayden White	FTI Consulting		Unlimited
Daniel Woodhouse	FTI Consulting		Unlimited
Chris Pattinson	FTI Consulting		Unlimited
Patrick O'Brien	FTI Consulting		Unlimited
Luke Parker	FTI Consulting		50,000
Jacquie Sinclair	FTI Consulting		50,000

## **DETAILS AND NOTICES FOR THE FIRST MEETING OF CREDITORS**

### **NOTICE OF THE FIRST MEETING OF CREDITORS OF COMPANIES UNDER ADMINISTRATION**

The agenda for the meeting is set out in the notice. Please arrive at the meeting venue at least 15 minutes before the scheduled commencement time in order to sign-in.

This meeting is being held virtually. If you or the person you have appointed is intending on accessing the meeting virtually, please notify the Administrators' office at [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com) and meeting details will be provided accordingly.

### **FORM - APPOINTMENT OF PROXY**

This form should be completed if you intend to appoint another person to act on your behalf at the meeting, or if you are a corporate creditor.

### **FORMAL PROOF OF DEBT OR CLAIM FORM**

This form allows you to tell us what you are owed by the Companies. You must send us a completed form if you wish to vote at the meeting.

Return to:

**FTI Consulting**

**Email:** [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com)

**Post:** PO Box Z5486 Perth WA 6000

**NOTICE OF FIRST MEETING OF CREDITORS OF THE COMPANIES UNDER ADMINISTRATION**

**CALIDUS RESOURCES LIMITED (ACN 006 640 553) (RECEIVERS AND MANAGERS APPOINTED)**  
**KERAS (PILBARA) GOLD PTY LTD (ACN 169 795 037) (RECEIVERS AND MANAGERS APPOINTED)**  
**CALIDUS BLUE SPEC PTY LTD (ACN 643 467 501) (RECEIVERS AND MANAGERS APPOINTED)**  
**KERAS (GOLD) AUSTRALIA PTY LTD (ACN 152 080 110)**  
**MILLENNIUM MINERALS PTY LTD (ACN 003 257 556)**  
**CALIDUS OTWAYS PTY LTD (ACN 640 807 183)**  
**(ALL ADMINISTRATORS APPOINTED)**  
**("THE COMPANIES")**

On 28 June 2024, the Companies, under Section 436A, appointed Daniel Woodhouse and Hayden White of FTI Consulting, Level 47 Central Park 152-158 St Georges Terrace Perth WA 6000, as Joint and Several Administrators of the Companies.

- 1) Notice is now given that a first meeting of the creditors of the Companies will be held concurrently at 10:30 AM (AWST) on Wednesday, 10 July 2024. The meeting is being held virtually and all creditors wanting to attend the meeting are required to register at [calidus.creditors@fticonsulting.com](mailto:calidus.creditors@fticonsulting.com). Although there is no physical place where creditors are able to attend the meeting, I am required under law to nominate a notional place for the meeting for administrative purposes such as establishing the time of the meeting. The notional place for this meeting is: FTI Consulting, Level 47, 152-158 St Georges Tce PERTH WA 6000. PLEASE DO NOT ATTEND AT THIS LOCATION.
- 2) The purpose of the meeting is to determine:
  - a) Whether to appoint a committee of inspection; and
  - b) If so, who are to be the committee's members.
- 3) At the meeting, creditors may also, by resolution:
  - a) Remove the administrator(s) from office; and
  - b) Appoint someone else as administrator(s) of the Companies.
- 4) Discuss any other relevant business which may arise.

Dated this 2<sup>nd</sup> July 2024

  
Hayden White

Joint and Several Administrator

C/- FTI Consulting

Level 47, Central Park, 152-158 St Georges Terrace

Perth WA 6000

**FORM - APPOINTMENT OF PROXY**

Please select Company the Proxy Form relates to:

Company	Select
Calidus Resources Limited (ACN 006 640 553) (Receivers and Managers Appointed)	
Keras (Gold) Australia Pty Ltd (ACN 152 080 110)	
Millennium Minerals Pty Ltd (ACN 003 257 556)	
Keras (Pilbara) Gold Pty Ltd (ACN 169 795 037) (Receivers and Managers Appointed)	
Calidus Otways Pty Ltd (ACN 640 807 183)	
Calidus Blue Spec Pty Ltd (ACN 643 467 501) (Receivers and Managers Appointed)	

(All Administrators Appointed)

I/We \_\_\_\_\_ (name of signatory)  
of \_\_\_\_\_ (creditor name)  
a creditor of the Company, appoint \_\_\_\_\_ (name of proxy)  
of \_\_\_\_\_ (address of proxy)  
or in his/her absence \_\_\_\_\_ (details of alternate proxy)

as my/our  general proxy or  special proxy to vote at the meeting of creditors to be held virtually on Wednesday, 10 July 2024 at 10:30 AM (AWST) or at any adjournment of that meeting.

Voting instructions - for special proxy only	For	Against	Abstain
<b>Resolution</b>			
1. To appoint a committee of inspection.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To remove the Administrators and appoint someone else as administrator(s) of the above company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

\*I/\*We authorize \*my/\*our proxy to vote as a general proxy on resolutions other than those specified above (delete if not required)

Dated: .....

.....  
Name and signature of authorized person

.....  
Name and signature of authorized person

**CERTIFICATE OF WITNESS** – only complete if the person given the proxy is blind or incapable of writing.

I, ..... of .....  
certify that the above instrument appointing a proxy was completed by me in the presence of and at the  
request of the person appointing the proxy and read to him before he attached his signature or mark to the  
instrument.

Dated: .....

Signature of witness: .....

Description: .....

Place of residence: .....

**FORM 535 – FORMAL PROOF OF DEBT OR CLAIM**

Please select Company the Proxy Form relates to:

Company	Select
Calidus Resources Limited (ACN 006 640 553) (Receivers and Managers Appointed)	
Keras (Gold) Australia Pty Ltd (ACN 152 080 110)	
Millennium Minerals Pty Ltd (ACN 003 257 556)	
Keras (Pilbara) Gold Pty Ltd (ACN 169 795 037) (Receivers and Managers Appointed)	
Calidus Otways Pty Ltd (ACN 640 807 183)	
Calidus Blue Spec Pty Ltd (ACN 643 467 501) (Receivers and Managers Appointed)	

(All Administrators Appointed)

To the Administrators of the Companies (All Administrators Appointed)

1. This is to state that the Company was on 28 June 2024, and still is, justly and truly indebted to: .....
- .....
- .....
- (full name, ABN and address of the creditor and, if applicable, the creditor's partners)*
- for \$..... *(dollars and cents)*

Particulars of the debt are:

Date	Consideration	Amount (\$/c)	Remarks
	<i>(state how the debt arose)</i>		<i>(include details of voucher substantiating payment)</i>

2. To my knowledge or belief the creditor has not, nor has any person by the creditor's order, had or received any satisfaction or security for the sum or any part of it except for the following: .....
- .....
- (insert particulars of all securities held. If the securities are on the property of the company, assess the value of those securities. If any bills or other negotiable securities are held, show them in a schedule in the following form).*

Date	Drawer	Acceptor	Amount (\$/c)	Due Date

3. Signed by *(select correct option)*:
- I am the creditor personally
- I am employed by the creditor and authorised in writing by the creditor to make this statement. I know that the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied
- I am the creditor's agent authorised in writing to make this statement in writing. I know the debt was incurred for the consideration stated and that the debt, to the best of my knowledge and belief, remains unpaid and unsatisfied.

Signature: ..... Dated: .....

Name: ..... Occupation: .....



Address: .....

*\* If prepared by an employee or agent of the creditor, also insert a description of the occupation of the creditor*

<b>RECEIVE REPORTS BY EMAIL</b>	<b>YES</b>	<b>NO</b>
Do you wish to receive all future reports and correspondence from our office via email?	<input type="checkbox"/>	<input type="checkbox"/>
Email: .....		

If being used for the purpose of voting at a meeting:

- a) Is the debt you are claiming assigned to you?  Yes  No
- b) If yes, attach written evidence of the debt, the assignment and consideration given.  Attached
- c) If yes, what value of consideration did you give for the assignment (eg, what amount did you pay for the debt?) \$ .....
- d) If yes, are you a related party creditor of the Company?  
(If you are unsure contact the Administrators' Office)  Yes  No

## **GUIDANCE NOTES FOR COMPLETING PROXY AND PROOF OF DEBT OR CLAIM FORMS**

### **FORM - APPOINTMENT OF PROXY**

A person can appoint another person to attend the meeting on their behalf by completing the Form of proxy.

If the creditor is a company or a firm, a person needs to be appointed to represent the company.

This representative needs to be appointed by completing the Form of Proxy in accordance with section 127 of the *Corporations Act 2001* (“the Act”). Alternatively, the appointed person must be authorized to act as a representative for the company per section 250D of the Act.

The Form of proxy is valid only for the meeting indicated (or any adjournment).

You may appoint either a general proxy (a person who may vote at their discretion on motions at the meeting) or a special proxy (who must vote according to your directions). If you appoint a special proxy, you should indicate on the form what directions you have given. In many instances, there will be a box or section on the proxy form where you can mark how you want your proxy to vote for you.

If you are unable to attend the meeting and you do not have a representative who can attend on your behalf, you may if you wish, appoint any person, including the Chairperson of the Meeting, as either your general or special proxy.

### **INFORMAL PROOF OF DEBT OR CLAIM FORM**

The proof of debt submitted during an Administration is informal in that it does not mean that the Administrator has agreed with your proof for the purpose of making a dividend distribution.

It is used for voting purposes at any meetings of creditors and also to help establish the overall level of creditor claims in the administration. In the event that there are monies to be distributed to creditors in the future, you will need to submit a Formal Proof of Debt or Claim form.

You should include a description of how your debt/claim arose, whether you are claiming a security interest in property and if you have any guarantees and indemnities for the debt. If you need more space, you can attach any additional details you wish to include – just make sure that you mention this on the Form so we know what you’ve attached and how many pages.

You should provide supporting documents that substantiate what you are owed by the Companies. This may include things like account statements, unpaid invoices and their corresponding purchase orders, PPSR registration, agreements/terms of trade, contracts, lease or hire agreements, court order or judgment, guarantee or loan document, emails/other correspondence with the Companies.

*If you need help in completing the forms or if you are uncertain what information you should attach, please email or telephone the nominated FTI Consulting contact details.*

# INITIAL ADVICE TO CREDITORS – BASIS OF ADMINISTRATORS' REMUNERATION

## REMUNERATION METHODS

There are four basic methods that can be used to calculate the remuneration charged by an insolvency practitioner. They are:

### Time based / hourly rates

This is the most common method. The total fee charged is based on the hourly rate charged for each person who carried out the work multiplied by the number of hours spent by each person on each of the tasks performed.

### Fixed fee

The total fee charged is normally quoted at the commencement of the voluntary administration and is the total cost for the voluntary administration. Sometimes a practitioner will finalise a voluntary administration for a fixed fee.

### Percentage

The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of assets realisations.

### Contingency

The practitioner's fee is structured to be contingent on a particular outcome being achieved.

## METHOD PROPOSED

We propose that our remuneration is calculated on a time basis. We believe this method is appropriate as it ensures that only the actual work performed is charged for. There are also various tasks required to be completed which do not involve the realization of assets, such as reporting to ASIC, undertaking investigations, corresponding with creditors and answering their queries, and completing other statutory tasks required by law.

## ESTIMATE OF REMUNERATION FOR THE VOLUNTARY ADMINISTRATION

We estimate that our total fees for undertaking all appointments (in aggregate) is unlikely to exceed \$1,500,000 (exclusive of GST). We note that this estimate is made, having regard to information currently available to us.

Our estimate remains subject to change, having regard to the following variables and complexities of the appointments:

- certain entities in the Calidus Group are subject to the appointment of Receivers and Managers, whereas others are not;
- certain entities in the Calidus Group hold operational assets, other entities hold assets on care and maintenance, and other entities appear to hold no assets;
- the duration of the administration remains unknown, having regard to the receivership process and its duration, which is outside the control of the Administrators.

The full scope and extent of necessary work (from experience, unforeseen matters typically arise and may require us to perform additional work beyond that currently anticipated).

## EXPLANATION OF HOURLY RATES

The rates for our remuneration calculation are attached together with a general guide showing the qualifications and experience of staff that will be engaged in the voluntary administration and the role they take in the voluntary administration. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

## DISBURSEMENTS

Disbursements are divided into three types:

Externally provided professional services - these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.

Externally provided non-professional costs such as travel, accommodation and search fees - these are recovered at cost.

Internal disbursements such as photocopying, printing and postage. These disbursements, if charged to the administration, would generally be charged at cost; though some expenses such as telephone calls, photocopying and printing may be charged at a rate which recoups both variable and fixed costs.

We are not required to seek creditor approval for disbursements paid to third parties but must account to creditors. However, we must be satisfied that these disbursements are appropriate, justified, and reasonable.

We are required to obtain creditors' approval for the payment of internal disbursements which were not charged at cost (and which may therefore have a profit or advantage attached to them), prior to these disbursements being paid from the administration. These disbursements typically would include internal photocopying, printing and facsimile costs. However, as we do not charge our external administrations for internally generated FTI disbursements where they have not been charged at cost (such as photocopying and printing charges for the use of internal photocopiers, printers, etc.), creditor approval is not required.

Details of the basis of recovering internal and external disbursements in this administration are provided in the table below. Full details of any actual costs incurred will be provided with future reporting.

### FTI Disbursements Schedule

Disbursement type	Charge Type	Charge Rate (excl GST)
Advertising	External, non-professional	At cost
ASIC Industry Funding Model Levy – metric events	External, non-professional	At cost (at prescribed ASIC rates)
Couriers and deliveries	External, non-professional	At cost
Data Room Charges	External, professional	At cost
Facsimile	Internal (FTI)	Not charged
Legal Fees	External, professional	At cost
Mail out	Internal (FTI)	20 cents per email
Postage	External, non-professional	At cost
Photocopying – internal	Internal (FTI)	Not charged
Photocopying – outsourced	External, non-professional	At cost
Printing – internal	Internal (FTI)	Not charged
Printing – outsourced	External, non-professional	At cost
Records costs – storage, destruction, boxes	External, non-professional	At cost
Search fees	External, non-professional	At cost
Staff motor vehicle use - mileage	Cents per km	At prescribed ATO rates
Staff travel - accommodation, meals etc.	External, non-professional	At cost
Stationery and other incidental disbursements	External, non-professional	At cost
Telephone	Internal (FTI)	Not charged
Valuation Fees	External, professional	At cost
Other externally provided professional services		At Cost
Other externally provided non-professional services		At Cost

## FTI Consulting CF&R Standard Rates effective 1 July 2024 (Excluding GST)

Typical classification	Standard Rates \$/hour	General guide to classifications
Senior Managing Director 2	950	Registered Liquidator and/or Trustee or corporate advisory professional, with extensive specialist skills, experience in all forms of insolvency engagements, turnaround scenarios or restructures over many years. A market leader with proven leadership experience in business or industry, bringing recognised specialist expertise and knowledge to the engagement.
Senior Managing Director 1	850	Registered Liquidator and/or Trustee or corporate advisory professional, with specialist skills and experience in all forms of insolvency engagements, turnaround scenarios and restructures. Proven leadership experience in business or industry, bringing specialist expertise and knowledge to the engagement.
Managing Director	750	Broad specialist skills brought to the engagement. Extensive experience in managing large, complex engagements at a senior level over many years. May also be a Registered Liquidator and/or Trustee or has extensive leadership/senior management experience in business or industry.
Senior Director	670	Strong technical and commercial skill with significant experience in managing all types of large, complex engagements. Alternatively, has significant senior management experience in business or industry, with specialist skills and/or qualifications.
Director	625	Significant experience across all types of engagements. Strong technical and commercial skills. Has primary conduct of small to medium engagements, managing a team of professionals. Alternatively, has senior management experience in business or industry, with specialist skills and/or qualifications.
Senior Consultant	540	Typically studying to become or qualified to be a professional member of the Australian Restructuring Insolvency & Turnaround Association. Well-developed technical and commercial skills. Has experience in large and complex engagements and may have primary conduct of small engagements, supervising a small team of professionals.
Consultant	440	Typically, qualified chartered accountant and member of Chartered Accountants Australia & New Zealand (or similar). Required to control the tasks on small engagements or responsible for select aspects on medium to large-sized engagements under supervision of senior staff.
Associate	375	Typically, a degree qualified accountant, who assists with day-to-day tasks under the supervision of senior staff.
Treasury	340	Typically, qualified accountant and/or bookkeeper. Undertakes treasury activities and is skilled in bookkeeping and funds handling activities.
Junior Associate	275	Undergraduate in the latter stage of their university degree.
Administration 2	295	Well-developed administrative skills with significant experience supporting professional staff, including superior knowledge of software packages, personal assistance work and/or office management.
Administration 1	230	Has appropriate skills and experience to support professional staff in an administrative capacity.

The FTI Consulting Standard Rates above apply to the Corporate Finance & Restructuring practice and are subject to periodical review.

# DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

**CALIDUS RESOURCES LIMITED  
(RECEIVERS AND MANAGERS APPOINTED) (ACN 006 640 553)  
KERAS (PILBARA) GOLD PTY LTD  
(RECEIVERS AND MANAGERS APPOINTED) (ACN 169 795 037)  
CALIDUS BLUE SPEC PTY LTD  
(RECEIVERS AND MANAGERS APPOINTED) (ACN 643 467 501)  
KERAS (GOLD) AUSTRALIA PTY LTD (ACN 152 080 110)  
MILLENNIUM MINERALS PTY LTD (ACN 003 257 556)  
CALIDUS OTWAYS PTY LTD (ACN 640 807 183)  
(ALL ADMINISTRATORS APPOINTED) (COLLECTIVELY “THE COMPANIES”)**

The purpose of this document is to assist creditors with understanding any relevant relationships that we have with parties who are closely connected to the Companies and any indemnities or upfront payments that have been provided to us. None of the relationships disclosed in this document are such that our independence is affected.

This information is provided so you have trust and confidence in our independence and, if not, you can ask for further explanation or information and can act to remove and replace us if you wish.

This declaration is made in respect of ourselves, our fellow Senior Managing Directors/Managing Directors, FTI Consulting (Australia) Pty Ltd (“FTI Consulting” or “Firm”) and associated entities, as detailed in **Annexure A**.

We are Professional Members of the Australian Restructuring Insolvency and Turnaround Association (ARITA). We acknowledge that we are bound by the ARITA Code of Professional Practice.

## **Independence**

We have assessed our independence and we are not aware of any reasons that would prevent us from accepting this appointment.

There are no other known relevant relationships, including personal, business and professional relationships that should be disclosed beyond those we have disclosed in this document.

## Circumstances of appointment

### How we were referred this appointment

This appointment was referred to FTI Consulting by Hamilton Locke, who are lawyers for the Companies.

We believe that this referral does not result in us having a conflict of interest or duty because:

- Hamilton Locke refers work to FTI Consulting from time to time. Neither the Administrators nor FTI Consulting have any formal or informal referral arrangements with Hamilton Locke, and to our knowledge they do not exclusively refer such work to us or FTI Consulting.
- FTI Consulting is not reliant upon referrals from Hamilton Locke, who are one of a considerable number of firms, organisations and persons who refer work to, or seek advice from, FTI Consulting. This engagement is not financially significant to FTI Consulting and the receiving or otherwise of other referrals from Hamilton Locke is not material to FTI Consulting.
- Work referrals arising from networks of business professionals, advisors and other persons are normal and accepted arrangements, and do not inherently impact on us discharging our statutory duties and obligations with independence and impartiality.
- There is no expectation, agreement or understanding between the Voluntary Administrators and the referrer about the conduct of this administration and we are free to act independently and in accordance with the law and the requirements of the ARITA Code of Professional Practice.
- While FTI Consulting has in the past engaged Hamilton Locke to provide legal advice, this has been for separate, non-related insolvency/restructuring engagements. Hamilton Locke is one of many external firms/organisations who provide such advice and assistance to FTI Consulting from time to time, which is on a non-exclusive basis and based upon professional service and expertise.

Did we meet with the Companies, the directors or their advisers before we were appointed?

Yes  No

We had the following meetings/telephone calls/video calls with the Companies, its directors and advisers in the week leading to our appointment:

- On 26 June 2024, Hayden White and Daniel Woodhouse of FTI Consulting were approached via email from Hamilton Locke to arrange an introduction with the Companies and requesting the submission of a proposal to the Companies to act as Voluntary Administrators.
- On 26 June 2024, Hayden White and Andrew Bantock met with the Companies' Chief Executive Officer, Mr David Reeves, and Chief Financial Officer, Mr Richard Hill, over teleconference for the purposes of making introductions, discussing the Voluntary Administration regime, FTI's credentials in the mining sector and to confirm the Companies' request for the submission of a proposal.
- On 28 June 2024, Andrew Bantock of FTI Consulting met with the Companies' Non-Executive Chairman, Mr Mark Connelly, to discuss the background, and to obtain further information as to the companies current financial position.



- On 28 June 2024, FTI Consulting submitted a proposal to act as Voluntary Administrators, detailing our credentials to do so.
- Following further discussions with Hamilton Locke on the afternoon of 28 June 2024, Mr White and Mr Woodhouse provided the board of Directors with a Consent to Act as Voluntary Administrators of the Companies, and were subsequently appointed Voluntary Administrators of the Companies that evening.

In our opinion, the above meetings do not affect our independence for the following reasons:

- Other than to discuss the Voluntary Administration regime in general, no advice has been given to the Companies in the lead up to our appointment.
- The Courts and relevant professional bodies recognise the need for practitioners to provide advice on the insolvency process and the options available and do not consider that such advice results in a conflict or is an impediment to accepting the appointment.
- No advice has been given to the directors in their capacity as directors of the Companies, or in relation to their personal circumstances.

We have provided no other information or advice to the Companies, the Directors and its advisors prior to our appointment beyond that outlined in this DIRRI.

### Declaration of Relationships

Within the previous 2 years we or our firm have had a relationship with:

The Company	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
The directors	<input type="checkbox"/> Yes <input checked="" type="checkbox"/> No
Any associates of the Company?	<input checked="" type="checkbox"/> Yes <input type="checkbox"/> No  We are aware that there are inter-company transactions between the Companies but at this time are not aware of any potential conflicts of interest arising from our appointments over the Companies. If it becomes apparent that pre-appointment dealings between the Companies may give rise to a conflict which may impact the outcome for creditors of the entities, we undertake to disclose any such conflicts to the creditors and as appropriate, seek Court directions as to the means of resolving the potential conflict.  We have obligations in respect of each of the Companies individually (as defined in Section 435A of the Corporations Act 2001 and not to the Calidus corporate group as a whole. As such, it is acknowledged that

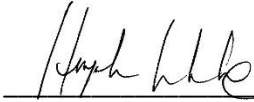
	<p>potential conflicts could possibly arise in the course of carrying out our duties in respect of each company in the Calidus corporate group.</p> <p>We are of the view that the appointment to the Companies will have significant benefits to the conduct of the Voluntary Administrations, particularly as this will offer cost savings and will facilitate a comprehensive and accurate understanding of the activities and financial position of Calidus corporate group as a whole.</p>
<p>A former insolvency practitioner appointed to the Company?</p>	<p><input type="checkbox"/> Yes      <input checked="" type="checkbox"/> No</p>
<p>A secured creditor entitled to enforce a security over the whole or substantially the whole of the Company's property?</p>	<p><input checked="" type="checkbox"/> Yes      <input type="checkbox"/> No</p> <p>We understand Macquarie Bank Limited holds All PAAP registrations, granted by Calidus Resources Limited, Calidus Blue Spec Pty Ltd and Keras (Pilbara) Gold Pty Ltd.</p> <p>FTI Consulting is from time to time engaged by Macquarie Bank Limited to provide advice for separate, non-related insolvency/restructuring engagements. We believe that this relationship does not result in a conflict of interest or duty because:</p> <ul style="list-style-type: none"> <li>▪ To our knowledge, Macquarie Bank Limited do not exclusively refer such work to us or FTI Consulting;</li> <li>▪ Macquarie Bank Limited is one of a considerable number of firms, organisations and persons who refer work to, or seek advice from, FTI Consulting; and</li> <li>▪ FTI Consulting has not undertaken an engagement for Macquarie Bank Limited with respect to the Companies.</li> </ul>

**Do we have any other relationships that we consider are relevant to creditors assessing our independence?**

Yes       No

We have not received any up-front payments or indemnities for this appointment. This does not include any indemnities we may be entitled to under the law.

Dated this 2<sup>nd</sup> day of July 2024



Hayden White



Daniel Woodhouse

*Notes:*

- 1. The assessment of independence has been made based on an evaluation of the significance of any threats to independence and in accordance with the requirements of the relevant legislation and professional Standards.*
- 2. If circumstances change, or new information is identified, we are required under the Corporations Act 2001 or Bankruptcy Act and ARITA's Code of Professional Practice to update this Declaration and provide a copy to creditors with our next communication as well as table a copy of any replacement declaration at the next meeting of the insolvent's creditors. For creditors' voluntary liquidations and voluntary administrations, this document and any updated versions of this document are required to be lodged with ASIC.*

## **ANNEXURE A**

### **FTI Consulting (Australia) Pty Ltd and associated entities**

FTI Consulting Inc (ultimate holding entity)

FTI Consulting – FD Australia Holdings Pty Ltd

FTI Consulting (Australia) Pty Ltd

FTI Technology (Sydney) Pty Ltd

FTI Consulting (Perth) Pty Ltd

FTI Consulting (Sydney) Pty Ltd

FTI Capital Advisors (Australia) Pty Ltd

FTI Consulting Australia Nominees Pty Ltd



## [Home](#)

> [Regulatory resources](#)

> [Insolvency](#)

> [Insolvency information for directors, employees, creditors and shareholders](#)

# Insolvency information for directors, employees, creditors and shareholders

This information sheet (INFO 39) lists ASIC's information sheets for directors, employees, creditors and shareholders affected by a company's insolvency.

We have produced these with endorsement from the Australian Restructuring Insolvency & Turnaround Association (ARITA).

The information sheets give a basic understanding of the three most common company insolvency procedures – liquidation, voluntary administration and receivership – as well as the independence requirements for external administrators and approving external administrator remuneration. There is also a glossary of commonly used insolvency terms.

## List of information sheets

- [INFO 41](#) Insolvency: A glossary of terms
- [INFO 42](#) Insolvency: A guide for directors
- [INFO 43](#) Insolvency: A guide for shareholders
- [INFO 45](#) Liquidation: A guide for creditors
- [INFO 46](#) Liquidation: A guide for employees
- [INFO 54](#) Receivership: A guide for creditors
- [INFO 55](#) Receivership: A guide for employees
- [INFO 74](#) Voluntary administration: A guide for creditors
- [INFO 75](#) Voluntary administration: A guide for employees
- [INFO 84](#) Independence of external administrators: A guide for creditors
- [INFO 85](#) Approving fees: A guide for creditors

## Where can I get more information?

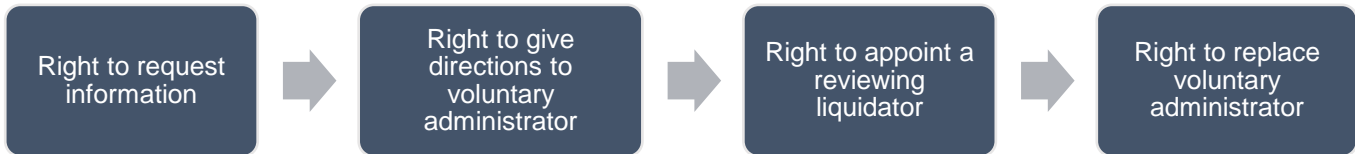
Further information is available from the [ARITA website](#). The ARITA website also contains the [ARITA Code of Professional Practice for Insolvency Practitioners](#).

This is **Information Sheet 39 (INFO 39)** updated on 1 September 2017. Information sheets provide concise guidance on a specific process or compliance issue or an overview of detailed guidance.

Last updated: 01/09/2017 10:57

# Creditor Rights in Voluntary Administrations

As a creditor, you have rights to request meetings and information or take certain actions:



## Right to request information

Information is communicated to creditors in a voluntary administration through reports and meetings.

In a voluntary administration, two meetings of creditors are automatically held. You should expect to receive reports and notice of these meetings:

- The first meeting is held within 8 business days of the voluntary administrator's appointment. A notice of meeting and other information for this meeting will be issued to all known creditors.
- The second, or decision, meeting is usually held within 6 weeks of the appointment, unless an extension is granted. At this meeting, creditors will get to make a decision about the company's future. Prior to this meeting the voluntary administrator will provide creditors with a notice of the meeting and a detailed report to assist in making your decision.

Important information will be communicated to creditors prior to and during these meetings. Creditors are unable to request additional meetings in a voluntary administration.

Creditors have the right to request information at any time. A voluntary administrator must provide a creditor with the requested information if their request is 'reasonable', the information is relevant to the voluntary administration, and the provision of the information would not cause the voluntary administrator to breach their duties.

A voluntary administrator must provide this information to a creditor within 5 business days of receiving the request, unless a longer period is agreed. If, due to the nature of the information requested, the voluntary administrator requires more time to comply with the request, they can extend the period by notifying the creditor in writing.

## Requests must be reasonable.

### They are not reasonable if:

- (a) complying with the request would prejudice the interests of one or more creditors or a third party
- (b) the information requested would be privileged from production in legal proceedings
- (c) disclosure would found an action for breach of confidence
- (d) there is not sufficient available property to comply with the request
- (e) the information has already been provided
- (f) the information is required to be provided under law within 20 business days of the request
- (g) the request is vexatious

If a request is not reasonable due to (d), (e) or (f) above, the voluntary administrator must comply if the creditor meets the cost of complying with the request.

Otherwise, a voluntary administrator must inform a creditor if their information request is not reasonable and the reason why.

Specific questions about the voluntary administration should be directed to the voluntary administrator's office.

## Right to give directions to voluntary administrator

Creditors, by resolution, may give a voluntary administrator directions in relation to a voluntary administration. A voluntary administrator must have regard to these directions, but they are not required to comply with the directions.

If a voluntary administrator chooses not to comply with a direction given by a resolution of the creditors, they must document their reasons for not complying.

An individual creditor cannot provide a direction to a voluntary administrator.

## Right to appoint a reviewing liquidator

Creditors, by resolution, may appoint a reviewing liquidator to review a voluntary administrator's remuneration or a cost or expense incurred in a voluntary administration. The review is limited to:

- remuneration approved within the six months prior to the appointment of the reviewing liquidator, and
- expenses incurred in the 12 months prior to the appointment of the reviewing liquidator.

The cost of the reviewing liquidator is paid from the assets of the voluntary administration, in priority to creditor claims.

An individual creditor can appoint a reviewing liquidator with the voluntary administrator's consent, however the cost of this reviewing liquidator must be met personally by the creditor making the appointment.

## Right to replace voluntary administrator

At the first meeting, creditors have the right to remove a voluntary administrator and appoint another registered liquidator to act as voluntary administrator.

A creditor must ensure that they have a consent from another registered liquidator prior to the first meeting if they wish to seek the removal and replacement of a voluntary administrator.

Creditors also have the opportunity to replace a voluntary administrator at the second meeting of creditors:

- If creditors vote to accept a proposed deed of company arrangement, they can appoint a different registered liquidator as the deed administrator.
- If creditors vote to place the company into liquidation, they can appoint a different registered liquidator as the liquidator.

It is however usual for the voluntary administrator to act as deed administrator or liquidator. It would be expected that additional costs would be incurred by an alternate deed administrator or liquidator to gain the level of knowledge of the voluntary administrator.

Like with the first meeting, a creditor must ensure that they have a consent from another registered liquidator prior to the second meeting if they wish to seek to appoint an alternative registered liquidator as deed administrator or liquidator.

**For more information, go to [www.arita.com.au/creditors](http://www.arita.com.au/creditors).  
Specific queries about the voluntary administration should be directed to the voluntary administrator's office.**