Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP26/053

Monday, 3 August 2026

Cygnus Metals Limited – Panel Declines to Conduct Proceedings

The Panel has declined to conduct proceedings on an application dated 22 July 2026 from Foboce Pty Ltd and Natalie Obrart in relation to the affairs of Cygnus Metals Ltd (**Cygnus**).

The application concerned the proposed acquisition by Central Asia Metals PLC (**CAML**) of all of the fully paid ordinary shares in Cygnus by way of scheme of arrangement (see TP26/046). The transaction was announced on 2 June 2026 and the announcement included a copy of the scheme implementation deed (**SID**).

The SID contained exclusivity provisions, including no-shop, no-talk and no-due diligence, a notification obligation and a matching right in favour of CAML, and reciprocal break fee provisions. The 2 June 2026 announcement also included details of voting intention statements provided on behalf of Cygnus shareholders, and a call option deed that CAML had entered into with Ocean Partners Holdings Limited and Ocean Partners UK Limited (together, **Ocean Partners**) in respect of their relevant interests in 9.9% (in aggregate) of Cygnus shares (the **Call Option Deed**). The Call Option Deed provides CAML with the right to acquire the relevant Cygnus shares held by Ocean Partners if:

- Cygnus has received a competing proposal or any person (including Cygnus) publicly announces a competing proposal and
- the Cygnus board has announced that a competing proposal is a superior proposal.

The application alleged (among other things) that there were anti-competitive deal protection mechanisms and that insider participation issues arose on the basis that one of the non-executive directors of Cygnus, Mr Brent Omland, is also a director of Ocean Partners Holdings Limited. The application also submitted that a market information deficiency arose from Cygnus allegedly withholding an updated preliminary economic assessment in relation to the Chibougamau Project.

The Panel was not satisfied that the intention statements, call option, and other deal protection provisions in the SID were contrary to its policy or inconsistent with market practice.

The Panel considered that the applicants did not provide a sufficient body of material to justify the Panel making further enquiries on their submission that Mr Omland is a participating insider.

As part of the Panel's consideration of the application, Cygnus offered to provide an enforceable undertaking to:

> "*should a competing proposal be received by Cygnus or publicly announced, form an independent sub-committee of the Cygnus board to ensure there is no actual or perceived conflict of interest and Mr Omland is not in a position to influence the Cygnus board's assessment of the competing proposal*."

The Panel expects Cygnus to do that, and to take any other actions necessary to comply with Guidance Note 19: Insider Participation in Control Transactions.

The Panel also considered that the application was premature in raising disclosure concerns given the scheme booklet is currently being considered by ASIC and will ultimately be considered by the Court. Moreover, the Panel considered that the Court is likely the more appropriate forum in which to ventilate such allegations.

Given the above, the Panel concluded there was no reasonable prospect that it would make a declaration of unacceptable circumstances. Accordingly, the Panel declined to conduct proceedings.

The sitting Panel was Chelsey Drake, Sylvia Falzon AM and Bruce McLennan (sitting President).

The Panel will publish its reasons for the decision in due course on its website www.takeovers.gov.au.

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