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## ASX Announcement

22<sup>nd</sup> February 2021

# Update on Auctus Acquisition

As previously announced by the Company (ASX announcement 13 July 2020), CSD has agreed with the Administrators of Auctus Minerals Pty Ltd and Auctus Resources Pty Ltd (together **Auctus**) to acquire Auctus by way of a Deed of Company Arrangement (**DOCA**). As further detailed below, CSD has negotiated, and Auctus creditors have approved, amendments to the DOCA, including an extension to the Long Stop Date for meeting the conditions precedent to the acquisition, which has been extended to 30 April 2021.

CSD and the Deed Administrators negotiated proposed amendments to the DOCA to, among other things, provide CSD with additional time to meet the conditions precedent to the Auctus acquisition, which include obtaining CSD shareholder approval. The proposed amendments were approved by the creditors of Auctus at a creditors meeting held on 19 February 2021. The deed of amendment amending the DOCA was executed by the parties on 19 February 2021.

The key amendments to the original DOCA are summarised below:

- The Contribution Balance, being the balance of the purchase price payable by CSD on Completion of the acquisition, is increased by AUD\$1.43 million.
- The deposit payable by CSD is increased by USD\$0.5 million. This increase to the deposit was paid to the Administrators following approval of the amended DOCA on 19 February 2021.
- In addition to the Monthly Amount of up to AU\$250,000 per month payable from 31 July 2020 to fund the trading costs of Auctus, CSD is to pay an Additional Amount of up to AUD\$250,000 per month to fund the actual trading costs of Auctus from December 2020 and a Supplementary Amount of AUD\$300,000 per month to fund the additional supplementary costs of the Deed Administrators from February 2021. The Deed Administrators are entitled to retain the Deposit, Monthly Amounts, Additional Amounts and Supplementary Amounts if the DOCA is terminated by the Administrators in accordance with its terms.
- CSD is to pay the Deed Administrators the amount of an EPA invoice of approximately AUD\$236,000 that has become due and payable by Auctus.
- FIRB approval is no longer included as a condition precedent as a result of the reinstatement of the monetary thresholds for FIRB approvals from 1 January 2021.
- Due date for receipt of ASX approval of the notice of meeting to be extended to 31 March 2021.
- The Longstop Date for the satisfaction or waiver of all conditions precedent is extended to 30 April 2021.

Cyan Stone Pty Ltd, the Company's largest shareholder, continues to be jointly and severally liable for all payments under the DOCA.

### **Update on Half Yearly Accounts and Yearly Accounts**

CSD advises that it is working towards finalising its outstanding half yearly and annual accounts. It expects to lodge its audited statements for the half year to 30 December 2019 and the year to 30 June 2020 within the next 5 to 10 business days.

**This ASX release was authorised for and on behalf of the CSD Board by:**

Ralph De Lacey, Managing Director

**For further information please contact:**

#### **Investors**

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