



SHERIDANS
CHARTERED ACCOUNTANTS

TALOS MINING PTY LTD

(In Liquidation)
ACN 161 558 158
ATF TALOS MINING TRUST

Initial information for creditors

Section 70-30
Insolvency Practice Rules (Corporations) 2016

22 December 2021

Principal: Jennifer E. Low
Level 9, 40 St George's Terrace, Perth WA 6000
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Liability limited by a scheme approved under Professional Standards Legislation

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Annexures

- A Declaration of Independence, Relevant Relationships and Indemnities
- B Information Sheet - Creditor Rights in Liquidations
- C Form 509 - Summary Report as to Affairs
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- E Initial Remuneration Notice
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Enclosures

- (i) Notice of Proposal to Creditors - Remuneration
- (ii) Notice of Proposal to Creditors - Disbursements
- (iii) Notice of Proposal to Creditors - Books and records
- (iv) Form 535 - Formal Proof of Debt or Claim

1. Introduction

- 1.1 The purpose of this document is to provide you with information about the liquidation of Talos Mining Pty Ltd ATF Talos Mining Trust (“the company”) and your rights as a creditor.

2. Notification of appointment

- 2.1 I was appointed Liquidator of the company by a resolution of the company’s member on 9 December 2021.
- 2.2 A copy of my Declaration of Independence, Relevant Relationships and Indemnities (“DIRRI”) is attached at Annexure A. The DIRRI assists you to understand any relevant relationships that I have, and any indemnities or upfront payments that have been provided to me. I have considered each relationship and it is my opinion that none of the relationships disclosed in the DIRRI results in a conflict of interest or duty, or affects my independence.

3. What is a creditors’ voluntary liquidation?

- 3.1 A creditors’ voluntary liquidation, or CVL, is a liquidation initiated by the company because it is unable to pay all of its creditors in full. This means that the company is insolvent.

4. What happens to your debt?

- 4.1 According to the company’s records, you may be a creditor of the company.
- 4.2 All creditors of the company are now creditors in the liquidation. As a creditor, you have certain rights, although your debt will now be dealt with in the liquidation.
- 4.3 If you have leased property to the company, have a retention of title claim or hold a security interest in relation to the company, please immediately contact this office.

5. Your rights as a creditor

- 5.1 Annexure B to this circular contains information about your rights as a creditor, including your right to:
- Make reasonable requests for a meeting.
 - Make reasonable requests for information.
 - Give directions to me.
 - Appoint a reviewing liquidator.
 - Replace me as liquidator.

5. Your rights as a creditor (cont.)

- 5.2 I draw your attention to your right to request a meeting in the first 20 business days of a creditors' voluntary liquidation. If I receive a request for a meeting from at least 5% of known creditors that are not a related entity of the company, I am required to hold a meeting, as long as the request is reasonable. Guidance on whether a request is reasonable or not is included in the information sheet at Annexure B.

6. Summary of the company's affairs

- 6.1 I received a Summary Report on Company Activities and Property ("ROCAP") from the director on 22 December 2021. The summary of the company's ROCAP is attached at Annexure C.

7. Listing of creditors

- 7.1 Attached at Annexure D is a list of creditors, including their addresses and the estimated amounts of their claims, as shown in the records of the company. Any creditors related to the company are identified.
- 7.2 Enclosed is a Proof of Debt or Claim form to enable you to lodge your claim in the liquidation.

8. What happens next?

- 8.1 I will proceed with the liquidation, including:
- (i) Recovering and selling any available property.
 - (ii) Investigating the company's affairs.
 - (iii) Reporting to the corporate regulator, the Australian Securities and Investments Commission ("ASIC").
- 8.2 If I receive a request for a meeting that complies with the guidelines set out in the information sheet at Annexure B, I will hold a meeting of creditors.
- 8.3 I will write to you within three months of my appointment advising whether a dividend is likely and updating you on the progress of my investigations.
- 8.4 I may write to you again after that with further information on the progress of the liquidation.

9. Liquidator's remuneration and disbursements

- 9.1 Attached at Annexure E is my Initial Remuneration Notice. This document provides you with information about how I propose to be paid for undertaking the liquidation.

9. Liquidator's remuneration and disbursements (cont.)

- 9.2 Attached at Annexure F is a detailed report on my remuneration, called a Remuneration Approval Report. I am unable to pay my remuneration without the approval of creditors or the Court.
- 9.3 Annexure F also provides details regarding my external and internal disbursements. I must account to creditors for all disbursements paid to me and ensure that these disbursements are appropriate, justified and reasonable. While I am not required to seek creditor approval for disbursements paid to third parties, I am required to seek creditor approval to pay my internal disbursements where there may be an element of profit or advantage.
- 9.4 In accordance with the Initial Remuneration Notice and Remuneration Approval Report, my estimated remuneration for the external administration is \$30,000.00.
- 9.5 I propose to have my remuneration and internal disbursements approved by a proposal without a meeting. Information about passing resolutions without a meeting and two Notices of Proposal to Creditors are enclosed. **I request that you return to this office the completed Notices of Proposal to Creditors no later than 4:00pm on Monday, 24 January 2022.**
- 9.6 Please note that it is in the best interests of the creditors of the company to submit the Notices of Proposal. If my remuneration and disbursements are not approved, I will incur further remuneration in seeking the required approval, diminishing the funds available for a distribution to creditors
- 9.7 **If you are yet to submit your claim in the liquidation, the Notice of Proposal to Creditors should be returned together with a Proof of Debt or Claim form and supporting documentation.**

10. Books and records

- 10.1 I propose to put a proposal to creditors for approval for the destruction of books and records of the company pursuant to Section 70-35(3)(b)(ii) of the Insolvency Practice Schedule (Corporations) 2001.
- 10.2 Destruction of books and records may occur on the completion of the liquidation and after receiving approval from ASIC. The destruction of books and records would not occur until I am satisfied there are no third parties who might be materially adversely affected by the destruction of the books and records.
- 10.3 I propose to have this resolution approved by a proposal without a meeting. Information about passing resolutions without a meeting and a Notice of Proposal to Creditors for this purpose is enclosed. **I request that you return to this office the completed Notice of Proposal to Creditors (with your completed Proof of Debt or Claim form) no later than 4:00pm on Monday, 24 January 2022.**

11. More information

- 11.1 The Australian Restructuring Insolvency and Turnaround Association (“ARITA”) provides information to assist creditors with understanding liquidations and insolvency.
- 11.2 Information is available from ARITA’s website at arita.com.au/creditors.
- 11.3 ASIC also provides information sheets on a range of insolvency topics. These information sheets can be accessed on ASIC’s website at asic.gov.au (search for “insolvency information sheets”).

If you have any queries in relation to this matter, please contact David Blanchett or Shaun Carrington of this office.

Yours faithfully

A handwritten signature in black ink, appearing to read 'J. E. Low', with a stylized flourish at the end.

JENNIFER E. LOW
Liquidator of
Talos Mining Pty Ltd

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

DECLARATION OF INDEPENDENCE, RELEVANT RELATIONSHIPS AND INDEMNITIES

Practitioners appointed to an insolvent entity are required to make declarations as to:

- A. their independence generally;
- B. relationships, including
 - (i) the circumstances of the appointment;
 - (ii) any relationships with the company and others within the previous 24 months;
 - (iii) any prior professional services for the company within the previous 24 months
 - (iv) that there are no other relationships to declare; and
- C. any indemnities given, or upfront payments made, to the Practitioner.

This declaration is made on my own behalf and on behalf of my firm, Sheridans.

Independence

I, Jennifer E. Low, of Sheridans, have undertaken a proper assessment of the risks to my independence prior to accepting the appointment as Liquidator of the company in accordance with the law and applicable professional standards. This assessment identified no real or potential risks to my independence. I am not aware of any reasons that would prevent me from accepting this appointment.

Declaration of relationships

A. *Circumstances of appointment*

This appointment was referred to me by Bruce Grubb of Tudori Hager Grubb and Kim Wallman of HLB Mann Judd (Insolvency WA). I believe that this referral does not result in a conflict of interest or duty because referrals from solicitors, business advisors and accountants are commonplace and do not impact on my independence in carrying out my duties as liquidator.

A meeting was held via telephone conference on 7 December 2021 between Bruce Grubb, acting on behalf of the director, and me. The meeting was held for the purpose of:

- obtaining sufficient information about the company to advise on the solvency of the company;
- discussing the formalities of placing the company into Creditors' Voluntary Liquidation; and
- Clarifying and explaining the various options available to the company and the nature and consequences of an insolvency appointment.

Declaration of relationships (cont.)

In my opinion, this meeting does not affect my independence for the following reasons:

- the Courts and the Australian Restructuring Insolvency and Turnaround Association's Code of Professional Practice specifically 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;
- the nature of the advice provided to the company is such that it would not be subject to review and challenge during the course of the liquidation; and
- the pre-appointment advice will not influence my ability to be able to fully comply in an objective and impartial manner with the statutory and fiduciary obligations associated with the liquidation of the company.

I have provided prior to my appointment no other information or advice beyond that outlined in this DIRRI to the company or to its director or to any of its advisors.

B. *Relevant relationships (excluding professional services to the company)*

I and my firm, have, or have had within the preceding 24 months, no relationships with the company, an associate of the company, a former insolvency practitioner appointed to the company or any person or entity that has security over the whole or substantially the whole of the company's property.

C. *Prior professional services to the company*

I and my firm have provided no professional services to the company in the previous 24 months.

D. *No other relevant relationships to disclose*

There are no other known relevant relationships, including personal, business and professional relationships, from the previous 24 months with the company, an associate of the company, a former insolvency practitioner appointed to the company or any person or entity that has security over the whole or substantially the whole of the company's property that should be disclosed.

Indemnities and upfront payments

I have been provided with the following contribution for the conduct of the liquidation:

| Name | Relationship | Nature of indemnity or payment |
|-----------------------|---------------------|---------------------------------------|
| Fiona Marisa Paterson | Director's spouse | \$10,000 upfront payment |

This does not include any statutory indemnities. I have not received any other indemnities or upfront payments that should be disclosed.

Dated: 22 December 2021

A handwritten signature in black ink, appearing to read 'J. E. Low', with a stylized flourish at the end.

JENNIFER E. LOW

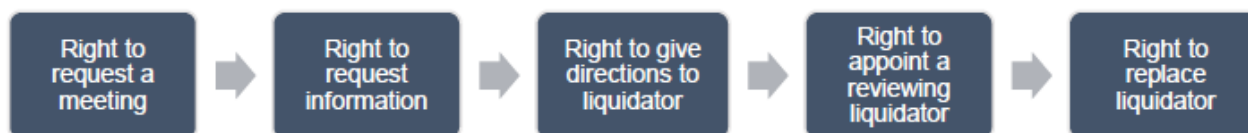
Note:

1. If circumstances change, or new information is identified, I am required under the Corporations Act 2001 and the ARITA Code of Professional Practice to update this Declaration and provide a copy to creditors with my next communication as well as to table a copy of any replacement declaration at the next meeting of the company's creditors.
2. Any relationships, indemnities or upfront payments disclosed in the DIRRI must not be such that the Practitioner is no longer independent. The purpose of the DIRRI is to disclose relationships that, while they do not result in the Practitioner's having a conflict of interest or duty, ensure that creditors are aware of those relationships and understand why the Practitioner nevertheless remains independent.



Creditor Rights in Liquidations

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



Right to request a meeting

In liquidations, no meetings of creditors are held automatically. However, creditors with claims of a certain value can request in writing that the liquidator hold a meeting of creditors.

A meeting may be requested in the first 20 business days in a creditors' voluntary liquidation by $\geq 5\%$ of the value of the debts held by known creditors who are not a related entity of the company.

Otherwise, meetings can be requested at any other time or in a court liquidation by:

- $> 10\%$ but $< 25\%$ of the known value of creditors on the condition that those creditors provide security for the cost of holding the meeting
- $\geq 25\%$ of the known value of creditors
- creditors by resolution, or
- a Committee of Inspection (this is a smaller group of creditors elected by, and to represent, all the creditors).

If a request complies with these requirements and is 'reasonable', the liquidator must hold a meeting of creditors as soon as reasonably practicable.

Right to request information

Liquidators will communicate important information with creditors as required in a liquidation. In addition to the initial notice, you should receive, at a minimum, a report within the first three months on the likelihood of a dividend being paid.

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

A liquidator 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 liquidator 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:

Both meetings and information:

- (a) complying with the request would prejudice the interests of one or more creditors or a third party
- (b) there is not sufficient available property to comply with the request
- (c) the request is vexatious

Meeting requests only:

- (d) a meeting of creditors dealing with the same matters has been held, or will be held within 15 business days

Information requests only:

- (e) the information requested would be privileged from production in legal proceedings
- (f) disclosure would found an action for breach of confidence
- (g) the information has already been provided
- (h) the information is required to be provided under law within 20 business days of the request

If a request is not reasonable due to (b), (d), (g) or (h) above, the liquidator must comply with the request if the creditor meets the cost of complying with the request.

Otherwise, a liquidator must inform a creditor if their meeting or information request is not reasonable and the reason why.



Right to give directions to liquidator

Creditors, by resolution, may give a liquidator directions in relation to a liquidation. A liquidator must have regard to these directions, but is not required to comply with the directions.

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

An individual creditor cannot provide a direction to a liquidator.

Right to appoint a reviewing liquidator

Creditors, by resolution, may appoint a reviewing liquidator to review a liquidator's remuneration or a cost or expense incurred in a liquidation. 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.

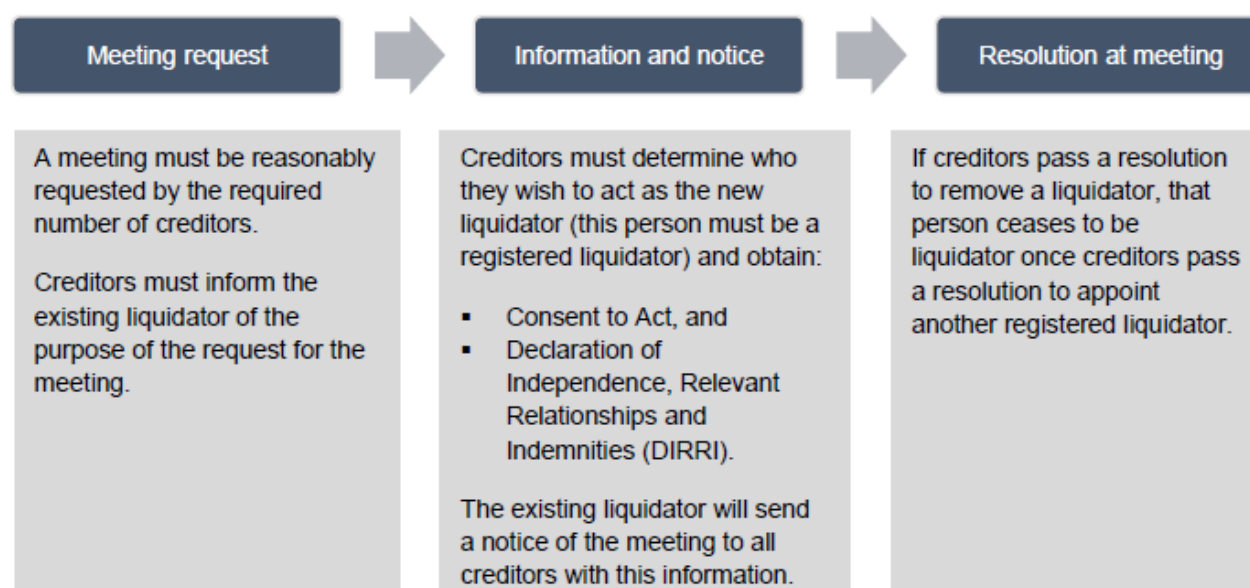
The cost of the reviewing liquidator is paid from the assets of the liquidation, in priority to creditor claims.

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

Right to replace liquidator

Creditors, by resolution, have the right to remove a liquidator and appoint another registered liquidator.

For this to happen, there are certain requirements that must be complied with:



For more information, go to www.arita.com.au/creditors

Australian Securities &
Investments Commission

Form 509
Corporations Act 2001
497(1)(a)(i)

Presentation of summary of affairs of a company

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

Related forms:

5604 Information about the company's affairs sent to creditors

Company details

Company name

TALOS MINING PTY LTD

ACN

161 558 158

Lodgement details

An image of this form will be available as
part of the public register.

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

ASIC Registered agent number (if applicable)

Firm/organisation

Contact name/position description

RUSSELL MORAN / DIRECTOR

Telephone number (during business hours)

() 0415 493 993

Email address (optional)

RUSSELL@METALSTECH.NET

Postal address

81 EVANS STREET

Suburb/City

SHENTON PARK

State/Territory

WA

Postcode

6008

Summary of assets and liabilities

Date to which summary is made up

2 2 / 1 2 / 2 1
[D] [D] [M] [M] [Y] [Y]

Continued... **Summary of assets and liabilities**

| | Valuation (for each entry show whether cost or net book amount) \$ | Estimated Realisable Values \$ |
|---|---|--------------------------------------|
| 1 Assets not specifically subject to security interest | | |
| (a) interest in land | NIL | |
| (b) sundry debtors | NIL | |
| (c) cash on hand | NIL | |
| (d) cash at bank | NEGLIGABLE | |
| (e) stock | NIL | |
| (f) work in progress | NIL | |
| (g) plant and machinery | NIL | |
| (h) other assets | \$251,150 (LOANS BOOK) | NIL |
| | \$1,329,000 (SHARES BOOK) | NIL |
| Sub-total | | |
| 2 Assets subject to specific security interests | | |
| Less amounts owing | | |
| Total Assets | (\$ 1,580,150) | |
| Total Estimated Realisable Values | | (\$ NIL) |
| 3 Less amounts payable in advance of secured creditor(s) including employee entitlements | | NIL |
| 4 Less amounts owing and secured by debenture or circulating security interests over assets | | NIL |
| 5 Less preferential claims ranking behind secured creditors | | NIL |
| 6 Less balances owing to partly secured creditors | | |
| Total Claims | (\$ NIL) | |
| Security Held | (\$ NIL) | |
| 7 Less creditors (Unsecured) Amount claimed | | \$1,439,189 |
| 8 Add contingent assets Estimated to produce | | NIL |
| 9 Less contingent liabilities Estimated to rank | | NIL |
| <input checked="" type="checkbox"/> Estimated deficiency or | | |
| <input type="checkbox"/> Estimated surplus | | \$ -\$1,439,189 |
| <input type="checkbox"/> Subject to costs of administration or | | |
| <input type="checkbox"/> Subject to costs of liquidation | | |
| Share capital | \$ 2 | |
| Issued | \$ 2 | |
| Paid Up | \$ 2 | |

Signature

This form must be signed by a director, secretary or liquidator.

Name of person signing

RUSSELL HAROLD MORAN

Capacity

DIRECTOR

Signature



Date signed

| | | | | | | | |
|----|----|---|----|----|---|----|----|
| 2 | 2 | / | 1 | 2 | / | 2 | 1 |
| [D | D] | | [M | M] | | [Y | Y] |

Lodgement

Send completed and signed forms to:
Australian Securities and Investments Commission,
PO Box 4000, Gippsland Mail Centre VIC 3841.

For more information

Web www.asic.gov.au
Need help? www.asic.gov.au/question
Telephone 1300 300 630

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

LISTING OF CREDITORS

| Name | Address | Amount \$ |
|----------------------------------|--|---------------------|
| Unsecured creditors | | |
| Ms Fiona Paterson ① | Suppressed | 38,870.00 |
| Minco Holdings Pty Ltd | c/o - SV Partners, Level 8, 68 St Georges Terrace, PERTH WA 6000 | 214,973.00 |
| Natres Services Pty Ltd ① | Unit 1, 44 Denis Street, SUBIACO WA 6008 | 21,500.00 |
| Mr Russell Harold Moran ① | c/o - Kim Wallman, HLB Mann Judd (Insolvency WA) Unit 3, 35 Outram Street WEST PERTH WA 6005 | 1,163,845.00 |
| Total unsecured creditors | | 1,439,188.00 |
| Total creditors | | 1,439,188.00 |

① Related entity

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

INITIAL REMUNERATION NOTICE

The purpose of this Initial Remuneration Notice is to provide you with information about how I propose my remuneration for undertaking the liquidation will be set.

1. **Remuneration methods**

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

- A. **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.
- B. **Fixed fee:** The total fee charged is normally quoted at the commencement of the administration and is the total cost for the administration. Sometimes a practitioner will finalise an administration for a fixed fee.
- C. **Percentage:** The total fee charged is based on a percentage of a particular variable, such as the gross proceeds of asset realisations.
- D. **Contingency:** The practitioner's fee is structured to be contingent on the achievement of a particular outcome.

2. **Method chosen**

Given the nature of this administration I propose that my remuneration be calculated at an hourly rate for the time spent by each member of my staff. I believe this method to be appropriate because it accurately reflects the work required to administer this matter.

3. **Explanation of hourly rates**

The rates for my remuneration calculation are set out in the table overleaf, together with a general guide showing the qualifications and experience of staff engaged in the administration and the role they take in the administration. The hourly rates charged encompass the total cost of providing professional services and should not be compared to an hourly wage.

4. **Estimated remuneration**

I estimate that this administration will cost approximately \$30,000.00 to complete, subject to the variable of the investigation into the affairs of the company and the conduct of its officers, which may have a significant effect on this estimate. I am unable to determine the effect of this variable until I have commenced work on this aspect of the administration. I received a contribution of \$10,000.00 to contribute to the estimated costs. This has been disclosed in my DIRRI. Approved remuneration may exceed the amount of this contribution and can be paid from the assets of the administration after approval by creditors or the Court.

5. **Disbursements**

Disbursements are divided into three types:

- A. **Externally provided professional services** - these are recovered at cost. An example of an externally provided professional service disbursement is legal fees.
- B. **Externally provided non-professional costs** such as travel, accommodation and search fees - these are recovered at cost.
- C. **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 that recoups both variable and fixed costs. The recovery of these costs must be on a reasonable commercial basis.

I am not required to seek creditor approval for disbursements paid to third parties, but must account to creditors. However, I must be satisfied that these disbursements are appropriate, justified and reasonable. I am required to obtain creditors' consent for the payment of disbursements only where there may be a profit or advantage. Creditors will be asked to approve my disbursements where there is a profit or advantage before these disbursements are paid from the administration. Details of the basis of recovering disbursements in this administration are provided overleaf.

| Hourly rates | | |
|--------------------|----------------------------------|---|
| Staff Level | Hourly rate (excl. GST) \$ | Experience rate classification |
| Registered Trustee | 540 | Liquidator & Bankruptcy Trustee bringing her specialist skills to the administration or insolvency task. |
| Director | 435 | More than 10 years' insolvency experience, more than 4 years as a manager. Answerable to the appointee but otherwise responsible for all aspects of administration. |
| Senior Manager | 385 | More than 7 years' insolvency experience, more than 3 years as a manager, qualified accountant. Answerable to the appointee but otherwise responsible for most aspects of administration. Experienced and competent at all levels. Controls staff and their training. |
| Manager | 310 | 6 - 7 years. Qualified accountant, with well-developed technical and commercial skills. Has significant conduct of most administrations. Answerable to the appointee but otherwise manages administrations on a day to day basis. Controls 2 - 4 staff. |
| Supervisor | 270 | 4 - 6 years. CA Program complete. Has conduct of minor administrations and experience in controlling 1 - 3 staff. Assists planning and control of medium to larger jobs. |
| Senior 1 | 245 | 2 - 4 years. CA Program normally completed within this period. Assists planning and control of small to medium sized jobs as well as performing some of the more difficult work on larger jobs. |
| Senior 2 | 225 | 2 - 3 years. CA Program would normally be commenced. Required to control the fieldwork on small jobs and is responsible for helping to complete fieldwork on medium to large jobs. |
| Intermediate 1 | 185 | 1 - 2 years. Graduate required to assist in day-to-day field work under supervision of more senior staff. |
| Intermediate 2 | 175 | 0 - 1 year. Trainee / graduate required to assist in day-to-day field work under supervision of more senior staff. |
| Graduate | 150 | 0 - 1 year. HSC, graduate or completing part-time degree. Required to assist in administration and day-to-day field work under supervision of more senior staff. |
| Secretary | 140 | Appropriate skills including word processing competency. |

| Disbursements - Basis of recovery | |
|-----------------------------------|--|
| Disbursement | Rate (excl. GST) |
| ASIC IF Levy | \$177 per year |
| Faxes | Local: \$2.50 Interstate: \$4.00 International: \$4.00 |
| Meeting room hire | \$170.00 |
| Postage | Local and interstate: \$1.60 International: cost Other: cost |
| Printing and photocopying | 20 cents/page |
| RP Data | \$105 on appointment |
| Searches | Cost |
| Storage | Cost |
| Telephone | National calls (inc. mobile): \$1.00 International: cost |
| Staff vehicle use | 72 cents/per km |
| Statutory advertising | Cost |

Dated: 22 December 2021

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
(“the company”)

REMUNERATION APPROVAL REPORT

This Remuneration Approval Report provides you with the information you need to be able to make an informed decision regarding the approval of my remuneration for undertaking the liquidation of the company. This report has the following information included:

| | |
|---|---|
| Part 1: Declaration | 1 |
| Part 2: Executive summary | 1 |
| Part 3: Remuneration | |
| 3.1 Remuneration claim resolutions | 2 |
| 3.2 Details of remuneration | 2 |
| 3.3 Total remuneration reconciliation | 3 |
| 3.4 Likely impact on dividends | 4 |
| 3.5 Remuneration recovered from external sources | 4 |
| Part 4: Disbursements | 4 |
| Part 5: Summary of receipts and payments | 4 |
| Part 6: Queries | 5 |
| Part 7: Approval of remuneration and internal disbursements | 5 |

Part 1: Declaration

I, Jennifer E. Low, of Sheridans, have undertaken a proper assessment of this remuneration claim for my appointment as Liquidator of the company in accordance with the law and applicable professional standards. I am satisfied that the remuneration claimed is in respect of necessary work to be properly performed in the conduct of the liquidation.

Part 2: Executive summary

The total remuneration for this appointment is estimated to be \$30,000.00. Remuneration currently claimed is summarised below:

| Period | Report reference | Amount (excl. GST) \$ |
|--|------------------|--------------------------|
| Resolution 1: 9 December 2021 to the conclusion of the liquidation* | Part 3 | 30,000.00 |
| Resolution 2: All disbursements incurred during the liquidation | Part 4 | \$2,500.00 |
| * Approval for future remuneration sought is based on an estimate of the work necessary to the completion of the administration. Should additional work be necessary beyond what is contemplated, further approval may be sought from creditors. | | |

Please refer to report section references detailed in the above table for full details of the calculation of the remuneration approval sought.

Part 3: Remuneration

3.1 Remuneration claim resolutions

I will be seeking approval of the following resolution to approve my remuneration for the period 9 December 2021 to the conclusion of the liquidation:

That the Liquidator's future remuneration calculated on the basis of time spent by the Liquidator and her staff, at the standard scale rates set by Sheridans for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$30,000.00 plus GST, and that the Liquidator be authorised to draw her fees on a monthly basis, or as required, beyond which further approval will be required in accordance with the Corporations Act 2001. The standard scale rates will be increased in accordance with the CPI at 1 August each year, rounded up to the nearest \$.

3.2 Details of remuneration

The table below sets out the expected costs for the major tasks that are likely to be performed by the Liquidator and her staff. The table also sets out a detailed description of the tasks likely to be performed within each task area.

| Task area | General description | Includes |
|-----------------------------------|---|--|
| Assets \$5,000 | Shares | Determining value of shares held by the company Liaising with broker Realising shares |
| | Other assets | Tasks associated with determining value and realising other assets |
| Creditors \$5,000 | Creditor enquiries, requests & directions | Receive and respond to creditor enquiries Maintaining creditor request log Review and prepare initial correspondence to creditors and their representatives Considering reasonableness of creditor requests Obtaining legal advice on requests Documenting reasons for complying or not complying with requests or directions Compiling information requested by creditors |
| | Creditor reports | Preparing Statutory Report by investigation, meeting and general reports to creditors |
| | Dealing with Proofs of Debt | Receipting and filing POD when not related to a dividend Corresponding with OSR and ATO regarding POD when not related to a dividend |
| | Meeting of Creditors | Preparation of meeting notices, proxies and advertisements Forward notice of meeting to all known creditors Preparation of meeting file, including agenda, certificate of postage, attendance register, list of creditors, reports to creditors, advertisement of meeting and draft minutes of meeting. Preparation and lodgement of minutes of meetings with ASIC Responding to stakeholder queries and questions immediately following meeting |
| | Proposals to creditors | Preparing proposal notices and voting forms Forward notice of proposal to all known creditors Reviewing votes and determining outcome of proposal Preparation and lodgement of proposal outcome with ASIC |
| Investigation \$15,000 | Conducting investigation | Collection of company books and records Correspondence with ASIC to receive assistance in obtaining reconstruction of financial statements, company's books and records and Report as to Affairs Reviewing company's books and records Review and preparation of company nature and history Conducting and summarising statutory searches Preparation of comparative financial statements Preparation of deficiency statement |

Part 3: Remuneration (cont.)

| Task area | General description | Includes |
|-------------------------------|--|---|
| Investigation (cont.) | Conducting investigation (cont.) | Review of specific transactions and liaising with directors regarding certain transactions Preparation of investigation file Lodgement of investigation with ASIC Preparation and lodgement of supplementary report if required |
| | Examinations | Preparing brief to solicitor Liaising with solicitors regarding examinations Attendance at examination Reviewing examination transcripts Liaising with solicitors regarding outcome of examinations and further actions available |
| | Litigation / Recoveries | Internal meetings to discuss status of litigation Preparing brief to solicitors Liaising with solicitors regarding recovery actions Attending to negotiations Attending to settlement matters |
| | ASIC reporting | Preparing statutory investigation reports Preparing affidavits seeking non-lodgement assistance Liaising with ASIC |
| Administration \$5,000 | Correspondence | General correspondence |
| | Document maintenance/file review/checklist | First month, then six-monthly administration reviews Filing of documents File reviews Updating checklists |
| | Insurance | Identification of potential issues requiring attention of insurance specialists Correspondence with insurer regarding initial and ongoing insurance requirements Reviewing insurance policies Correspondence with previous brokers |
| | Bank account administration | Preparing correspondence opening and closing accounts Requesting bank statements Bank account reconciliations Correspondence with bank regarding specific transfers |
| | ASIC Form 524 and other forms | Preparing and lodging ASIC forms including 505, 524, 911 etc Correspondence with ASIC regarding statutory forms |
| | ATO and other statutory reporting | Notification of appointment Preparing BAS Completing group certificates |
| | Finalisation | Notifying ATO of finalisation Cancelling ABN / GST / PAYG registration Completing checklists Finalising WIP |
| | Planning / Review | Discussions regarding status of administration |
| | Books and records / storage | Dealing with records in storage Sending job files to storage |

3.3 Total remuneration reconciliation

At this point in time I estimate that the total remuneration for this liquidation will be \$30,000.00, being the current approval amount being sought. This is consistent with the estimate provided in the Initial Remuneration Notice dated 22 December 2022.

In preparing this Remuneration Approval Report, I have made my best estimate of what I believe the liquidation will cost to complete. However, should the liquidation not proceed as expected, I will advise creditors and I may seek approval of further remuneration and provide details on why the remuneration has changed.

Part 3: Remuneration (cont.)

3.4 *Likely impact on dividends*

A Liquidator is entitled to receive remuneration for necessary work that has been properly performed in relation to the liquidation.

A Liquidator must distribute any property realised in accordance with the prescribed order and priorities set out by Section 556 of the Corporations Act 2001. Given that a Liquidator's remuneration is generally afforded priority ahead of any distribution to creditors, any such payment of remuneration approved by creditors will reduce the funds available for distribution to creditors.

The quantum (if any) of the dividend to creditors is ultimately impacted by the Liquidator's remuneration, the asset realisations achieved by the Liquidator and the value of creditor claims admitted to participate in the dividend.

3.5 *Remuneration recovered from external sources*

I received a contribution of \$10,000.00 towards estimated costs of the liquidation. This has been disclosed in my Declaration of Independence, Relevant Relationships and Indemnities.

Part 4: Disbursements

See my Initial Remuneration Notice (Annexure E) for details of the types of disbursements.

I have undertaken a proper assessment of disbursements claimed for the company, in accordance with the law and applicable professional standards. I will be seeking approval of the following resolution to approve my internal disbursements for the period 9 December 2021 to the conclusion of the liquidation:

That the Liquidator's internal disbursements, charged at the standard rates set by Sheridans, plus any applicable GST, for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$2,500.00 plus GST, and that the Liquidator be authorised to draw her disbursements on a monthly basis, or as required. The standard rates will be calculated on a cost basis, or a reasonable estimate of cost, and may therefore be amended from time to time.

Part 5: Summary of receipts and payments

The following is a summary of receipts and payments in the liquidation to date:

| | \$ |
|--|------------------|
| Receipts | |
| Contribution | 10,000.00 |
| Payments | |
| - | - |
| Cash at bank as at 22 December 2021 | 10,000.00 |

Part 6: Queries

If you have any queries in relation to the information in this report, please contact David Blanchett or Shaun Carrington of this office.

General information is also available on the ARITA and ASIC websites (see section 11 of the attached initial information report).

Part 7: Approval of remuneration and internal disbursements

In summary, approval of the following proposals is being sought:

- 1) *That the Liquidator's future remuneration calculated on the basis of time spent by the Liquidator and her staff, at the standard scale rates set by Sheridans for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$30,000.00 plus GST, and that the Liquidator be authorised to draw her fees on a monthly basis, or as required, beyond which further approval will be required in accordance with the Corporations Act 2001. The standard scale rates will be increased in accordance with the CPI at 1 August each year, rounded up to the nearest \$.*
- 2) *That the Liquidator's internal disbursements, charged at the standard rates set by Sheridans, plus any applicable GST, for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$2,500.00 plus GST, and that the Liquidator be authorised to draw her disbursements on a monthly basis, or as required. The standard rates will be calculated on a cost basis, or a reasonable estimate of cost, and may therefore be amended from time to time.*

Attached are two Notices of Proposal to Creditors for the above resolutions. I would be grateful if you would complete each form and return them both to this office by no later than 4:00pm on Monday, 24 January 2022.

Please note that it is in the best interests of the creditors of the estate to submit the Notices of Proposal. If my remuneration and disbursements are not approved, I will incur further remuneration in seeking the required approval, diminishing the funds available for a distribution to creditors.

If you require any assistance in completing the forms, please contact David Blanchett or Shaun Carrington of this office.

An information sheet concerning proposals without meetings can be found at the ARITA website, arita.com.au/creditors.

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

NOTICE OF PROPOSAL TO CREDITORS - REMUNERATION

Proposal for creditor approval

That the Liquidator's future remuneration calculated on the basis of time spent by the Liquidator and her staff, at the standard scale rates set by Sheridans for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$30,000.00 plus GST, and that the Liquidator be authorised to draw her fees on a monthly basis, or as required, beyond which further approval will be required in accordance with the Corporations Act 2001. The standard scale rates will be increased in accordance with the CPI at 1 August each year, rounded up to the nearest \$.

Reasons for the proposal and likely impact on creditors if passed

The proposal is a request to creditors for approval of my prospective remuneration. If my remuneration is approved, I will draw these funds from current and future funds available. This will reduce the dividend payable (if any) to creditors of the company. Failure to approve remuneration via circular resolution means that I shall be required to call a meeting of creditors to seek approval of my remuneration. This action will result in additional fees and costs for which I shall seek approval.

Vote on proposal

Creditors have the option of approving, not approving or objecting to the proposal being resolved without a meeting of creditors. Please select the appropriate Yes, No or Object box referred to below:

- Yes I approve the proposal
No I do not approve the proposal
Object I object to the proposal being resolved without a meeting of creditors

Your claim against the company must be admitted by the Liquidator, for the purposes of voting, for your vote to count. Please select the option that applies:

- I have previously submitted a Proof of Debt and supporting documents
 I have enclosed a Proof of Debt and supporting documents with this form

Creditor details

Name of creditor: _____ ACN/ABN: _____

- I am not a related creditor of the company
 I am a related creditor of the company, relationship: _____

Address: _____

Name of creditor/authorised person: _____

Signature: _____ Date: _____

Please complete this document and return with any supporting documents by no later than 24 January 2022 for your vote to be counted, by email to general@sheridansac.com.au or by facsimile to (08) 9221 9340. Completed forms may also be sent by post to PO Box Z5209, Perth WA 6831, although you should ensure these are sent in time to arrive by the date the vote closes.

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

NOTICE OF PROPOSAL TO CREDITORS - DISBURSEMENTS

Proposal for creditor approval

That the Liquidator's internal disbursements, charged at the standard rates set by Sheridans, plus any applicable GST, for work of this nature, be approved for the period 9 December 2021 to the conclusion of the liquidation to a limit of \$2,500.00 plus GST, and that the Liquidator be authorised to draw her disbursements on a monthly basis, or as required. The standard rates will be calculated on a cost basis, or a reasonable estimate of cost, and may therefore be amended from time to time.

Reasons for the proposal and likely impact on creditors if passed

The proposal is a request to creditors for approval of my prospective internal disbursements. If the payment of my disbursements is approved, I will pay the disbursements from current and future funds available. This will reduce the dividend payable (if any) to creditors of the company. Failure to approve disbursements via circular resolution means that I shall be required to call a meeting of creditors to seek approval of my disbursements. This action will result in additional fees and costs for which I shall seek approval.

Vote on proposal

Creditors have the option of approving, not approving or objecting to the proposal being resolved without a meeting of creditors. Please select the appropriate Yes, No or Object box referred to below:

- Yes I approve the proposal
No I do not approve the proposal
Object I object to the proposal being resolved without a meeting of creditors

Your claim against the company must be admitted by the Liquidator, for the purposes of voting, for your vote to count. Please select the option that applies:

- I have previously submitted a Proof of Debt and supporting documents
 I have enclosed a Proof of Debt and supporting documents with this form

Creditor details

Name of creditor: _____ ACN/ABN: _____

- I am not a related creditor of the company
 I am a related creditor of the company, relationship: _____

Address: _____

Name of creditor/authorised person: _____

Signature: _____ Date: _____

Please complete this document and return with any supporting documents by no later than 24 January 2022 for your vote to be counted, by email to general@sheridansac.com.au or by facsimile to (08) 9221 9340. Completed forms may also be sent by post to PO Box Z5209, Perth WA 6831, although you should ensure these are sent in time to arrive by the date the vote closes.

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

NOTICE OF PROPOSAL TO CREDITORS - BOOKS AND RECORDS

Proposal for creditor approval

To authorise the Liquidator to destroy, at her discretion, the books and records of the company within a period of five years after dissolution of the company, subject to obtaining prior approval from the Australian Securities & Investments Commission.

Reasons for the proposal and likely impact on creditors if passed

The proposal is to request creditors' approval for the destruction of books and records of the company pursuant to Section 70-35(3)(b)(ii) of the Insolvency Practice Schedule (Corporations) 2001. Destruction of books and records may occur on the completion of the liquidation and after receiving approval from ASIC. The destruction of books and records would not occur until the Liquidator is satisfied there are no third parties who might be materially adversely affected by the destruction of the books and records.

Vote on proposal

Creditors have the option of approving, not approving or objecting to the proposal being resolved without a meeting of creditors. Please select the appropriate Yes, No or Object box referred to below:

- Yes I approve the proposal
No I do not approve the proposal
Object I object to the proposal being resolved without a meeting of creditors

Your claim against the company must be admitted by the Liquidator, for the purposes of voting, for your vote to count. Please select the option that applies:

- I have previously submitted a Proof of Debt and supporting documents
 I have enclosed a Proof of Debt and supporting documents with this form

Creditor details

Name of creditor: _____ ACN/ABN: _____

- I am not a related creditor of the company
 I am a related creditor of the company, relationship: _____

Address: _____

Name of creditor/authorised person: _____

Signature: _____ Date: _____

Please complete this document and return with any supporting documents by no later than 24 January 2022 for your vote to be counted, by email to general@sheridansac.com.au or by facsimile to (08) 9221 9340. Completed forms may also be sent by post to PO Box Z5209, Perth WA 6831, although you should ensure these are sent in time to arrive by the date the vote closes.

TALOS MINING PTY LTD (In Liquidation)
ACN 161 558 158
("the company")

PROOF OF DEBT OR CLAIM

This is to state that the company was on 9 December 2021 and still is justly and truly indebted to _____ for:

\$ _____ and _____ cents

| Date | Consideration (how the debt arose) | Amount \$ | Remarks (include details of voucher substantiating payment) |
|------|---------------------------------------|--------------|--|
| | | | |

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 \$ | Due date |
|------|--------|----------|--------------|----------|
| | | | | |

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. ①

I am the creditor's agent authorised in writing to make this statement in writing. 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. ①

① *Delete both if this proof is made by the creditor personally. Otherwise, strike out or leave, as appropriate.*

Please ensure this proof is signed for completion, before lodgement.

Date: _____

Signature: _____

Name: _____

Occupation: _____

Creditor's address: _____

I nominate to receive electronic notification of notices or documents in accordance with Section 600G of the Corporations Act 2001 at the following email address:

Email: _____