

23 April 2024

Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

**Takeover bid by Diatreme Resources Limited for Metallica Minerals Limited
Notice of change of interests under institutional acceptance facility and change of interests of
substantial holder**

We refer to the institutional acceptance facility (**Acceptance Facility**) established by Diatreme Resources Limited (**Diatreme**) in respect of its off-market takeover bid for all the ordinary shares in Metallica Minerals Limited (**Metallica Shares**) (**Offer**), the terms of which are set out in Diatreme bidder's statement dated 28 March 2024 (as supplemented or varied from time to time) (**Bidder's Statement**).


Since Diatreme's Form 603 dated 28 March 2024, the aggregate number of Metallica Shares in respect of which:

- acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept the Offer) are held subject to the Acceptance Facility as at 7.00pm on 22 April 2024 (**Acceptance Instructions**); and
- Diatreme has a relevant interest,

as a percentage of the total number of Metallica Shares on issue, has changed from nil to 1.03%.

The following table identifies separately and in aggregate the change in those two categories since the previous notice on 28 March 2024:

	Number of Metallica Shares		Percentage of Metallica Shares	
	Previous notice	Current notice	Previous notice	Current notice
Acceptance Instructions	-	-	-	-
Relevant interest	-	9,878,073	-	1.03%
Total	-	9,878,073	-	1.03%



Metallica Shares which are the subject of the Acceptance Facility do not, at this stage, constitute formal acceptances of the Offer and may be withdrawn at any time prior to the preconditions being met. Those preconditions require the Facility Operator to receive written notice from Diatreme (**Confirmation Notice**) that:

- Diatreme has declared the Offer free of all Conditions (as defined in the Bidder's Statement); or
- Diatreme will declare the Offer free of all Conditions no later than the time that all Acceptance Instructions received under the Acceptance Facility are validly processed or implemented (as appropriate).

Further, Diatreme will not provide the Confirmation Notice to the Facility Operator unless the **Minimum Acceptance Precondition** has been satisfied. For this purpose, the Minimum Acceptance Precondition is that the sum of:

- the number of Metallica Shares in which Diatreme has a relevant interest; and
- the number of Metallica Shares in respect of which Acceptance Instructions have been received under the Acceptance Facility (as advised by the Facility Operator to Diatreme),

is at least 50.1% of Metallica Shares (by number); and

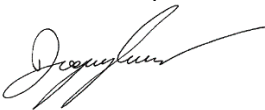
- the Offer is otherwise unconditional.

Accordingly, Metallica Shares in which Diatreme has a relevant interest (as set out in the table above and disclosed in the attached Form 604) do not include the Metallica Shares which are the subject the Acceptance Facility.

Further details regarding the Acceptance Facility, including all relevant terms and the arrangements Diatreme has entered into to enable the operation of the facility, can be found in Diatreme's first supplementary bidder's statement dated 10 April 2024, which supplements the Bidder's Statement.

A Form 604 Notice of change of interests of substantial holder in relation to the change Diatreme's relevant interest (as recorded in the table above) in Metallica Minerals Limited is **attached**.

Yours faithfully



Tuan Do
Company Secretary
Diatreme Resources Limited

Copy: Metallica Minerals Limited
Level 1
527 Gregory Terrace
Fortitude Valley QLD 4006

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Metallica Minerals Limited (MLM)

ACN/ARSN 076 696 092

1. Details of substantial holder (1)

Name Diatreme Resources Limited ACN 061 267 061 (DRX) and each of the entities in Annexure A (DRX Entities)

ACN/ARSN (if applicable) As set out above and in Annexure A

There was a change in the interests of the substantial holder on

See item 3 below

The previous notice was given to the company on 28 March 2024

The previous notice was dated 28 March 2024

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Fully paid ordinary shares (ORD)	Nil	Nil	9,878,073	1.03%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
22 April 2024	DRX	Acquisition of relevant interest pursuant to acceptances of offers dated 11 April 2024 made by DRX under its off-market takeover bid to acquire all of the ordinary shares in MLM (Offer) on the terms and conditions set out in its bidder's statement dated 28 March 2024 (as supplemented or varied from time to time) (Bidder's Statement).	The Offer consideration as set out in the Bidder's Statement	9,878,073 fully paid ordinary shares	9,878,073

4. Present relevant interests

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
DRX	MLM shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, DRX	Relevant interest under section 608(1) and/or section 608(8) Corporations Act pursuant to acceptances of the Offers. The ordinary shares which are the subject of acceptances of the Offer have not yet been transferred into the name of DRX. The power of DRX to vote or dispose of the ordinary shares that are the subject of acceptances is qualified since the Offer has not been declared unconditional and DRX is not presently registered as the holder of the ordinary shares.	9,878,073 fully paid ordinary shares	9,878,073

5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:


Name and ACN/ARSN (if applicable)	Nature of association
DRX Entities	The DRX Entities are associates of DRX pursuant to section 12(2)(a)(i) of the <i>Corporations Act 2001</i> (Cth)

6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
DRX and each DRX Entity	Unit 8, 55-61 Holdsworth Street, Coorparoo, Queensland 4151

Signature

print name	Tuan Do	capacity	Company Secretary
sign here		date	23 April 2024

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the *Corporations Act 2001*.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the *Corporations Act 2001*.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
 - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement;
 - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).
- (7) See the definition of "relevant agreement" in section 9 of the *Corporations Act 2001*. Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included on any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A – DRX Entities

This is Annexure 'A' of 1 page referred to in the Form 604 – Notice of change of interests of substantial holder dated 23 April 2024.



Tuan Do
Company Secretary – Diatreme Resources Limited

Date: 23 April 2024

Wholly owned subsidiary	ACN
Regional Exploration Management Pty Ltd	093 739 336
Chalcophile Resources Pty Ltd	090 712 217
Lost Sands Pty Ltd	101 269 747
Casuarina Silica Pty Ltd	660 042 259

Subsidiary	ACN
Cape Silica Holdings Pty Ltd	659 896 189
Galalar Silica (QLD) Pty Ltd	650 175 125
Northern Silica Pty Ltd	659 896 563