00:00 UTC To: 611300135638 Gadens

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Gadens Lawyers ABN 29 991 935 627

Our reference Direct line Email

25 April 2024

26-Apr-2024

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Sydney NSW 2000

Exchange Centre

20 Bridge Street

Market Announcements Office

Australian Securities Exchange (ASX)

By fax: 1300 135 638

Dear Sir/Madam

On-market takeover bid by PRM Services LLC (registration Number 387071)- Second Supplementary Bidder's Statement

We act for PRM Services LLC (registration Number 387071) (PRM) in relation to its on-market takeover offer (Offer) for all of the shares in Sierra Rutile Holdings (ACN 613 822 165) (SRX) that are not owned by PRM.

We enclose, by way of service pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**), a copy of PRM's second supplementary bidder's statement dated 25 April 2024 (**Second Supplementary Bidder's Statement**).

A copy of the Second Supplementary Bidder's Statement has today been lodged with the Australian Securities and Investments Commission and served on SRX.

There are a total of 5 pages (including this page).

Yours faithfully

Michael Kenny Partner

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ACCEPT

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

UNCONDITIONAL MARKET OFFER

by

PRM SERVICES LLC

Registration Number 387071

to acquire all of your shares in

Sierra Rutile Holdings

ACN 613 822 165

For each share you will receive A\$0.095 in cash.

Canaccord Genuity (Australia) Limited (ACN 075 071 466) and AFSL 234666 has been appointed by PRM as its Broker to stand in the market and purchase shares in Sierra Rutile Holdings Ltd offered to it at the Offer Price from 4 April 2024.

The Offer Period officially closes at 4.00 pm (Melbourne time) on 5 May 2024 unless extended.

This is an important document and requires your immediate attention. If you are in doubt as to how to deal with this document, you should consult your financial or other professional advisers as soon as possible.

Broker

Legal Adviser



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SECOND SUPPLEMENTARY BIDDER'S STATEMENT

1. Introduction

This document is a second supplementary bidder's statement under section 643 of the Corporations Act 2001 (Cth). It is the second supplementary Bidder's Statement (Second Supplementary Bidder's Statement) issued by PRM Services LLC (registration Number 387071) (PRM) in relation to the Bidder's on-market takeover offer to acquire all of the ordinary shares Sierra Rutile Holdings Limited (ACN 613 822 165) (SRX) contained in the Bidder's Statement dated 20 March 2024 and lodged with the Australian Securities and Investments Commission (ASIC) on 20 March 2024 (Original Bidder's Statement) as supplemented by the Bidder's first supplementary Bidder's Statement dated 26 March 2024 (First Supplementary Bidder's Statement).

This Second Supplementary Bidder's Statement supplements, and should be read together with, the First Supplementary Bidder's Statement and the Bidder's replacement Bidder's Statement dated 26 March 2024 (Replacement Bidder's Statement) which replaced the Original Bidder's Statement.

This Second Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the First Supplementary Bidder's Statement and the Replacement Bidder's Statement.

2. Supplementary information

On 25 April 2024, the Bidder issued a notice and requisition pursuant to sections 203D and 249D of the Corporations Act respectively to, among other things, remove Mr Theuns de Bruyn as a director of SRX.

Given the Replacement Bidder's Statement provided, at sections 6.3 and 6.4(a), that PRM was "comfortable with Theuns de Bruyn... retaining their positions as executive directors of the SRX Board...". PRM now seeks to provide SRX Shareholders with additional information regarding PRM's present intentions for the continued operations of SRX as set out in section 3 below.

3. Amendments to Replacement Bidder's Statement

Section 6.3 of the Replacement Bidder's Statement is deleted and replaced with the following:

Unless otherwise indicated in Section 6, if PRM acquires 50% or less of SRX Shares, PRM intends to change the SRX Board by removing each of Gregory John Walton Martin, Graham Noel Davidson and Theuns de Bryun and appointing Wara Serry Kamal as director of the SRX Board. PRM appreciates that Patrick O'Connor is a newly appointed director and is comfortable with Mr O'Connor retaining his position as a nonexecutive director of the SRX Board.

At SRX's upcoming annual general meeting to be held on 16 May 2024, PRM intends to support the proposed appointments of Wara Serry Kamal (being the nominee director of PRM) and David Birrell (being the nominee director of Samuel Terry Asset Management Pty Ltd as trustee for the Samuel Terry Absolute Return Fund). PRM intends to vote against the proposed appointment of Jan Sebastian Chilliers Joubert, being the nominee director of Mano Mining and Logistics and Rockbridge Overseas Limited

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As at the date of this Second Supplementary Bidder's Statement, PRM has:

(a) partially withdrawn its request to the SRX Board contained in notices issued to SRX pursuant to sections 203D and 249D of the Corporations Act on 20 March 2024 (as amended on 26 March 2024) for SRX to convene a general meeting to pass resolutions to appoint each of Craig Dean, Stephen Palmer and Zhuoying Jing as directors of SRX; and

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(b) issued new notices to SRX pursuant to sections 203D and 249D of the Corporations Act on 25 April 2024 requisitioning the SRX Board to convene a general meeting to pass resolutions for the removal of Theuns de Bryun as a director of SRX.

SRX has not yet confirmed whether it regards the new notices served by PRM to be valid.

PRM may also not wish to participate in further capital raisings if it does not agree with the existing strategy of SRX, however PRM reserves its right to make such decisions at the relevant time. If PRM does not participate in further capital raisings, and SRX is unable to secure adequate underwriting for such capital raisings, PRM considers that SRX may incur significant difficulties in maintaining its operations and further development of its mining programs.

Section 6.4(a) of the Replacement Bidder's Statement is deleted and replaced with the following:

PRM intends to reconstitute the SRX Board with nominees of PRM. These nominees have not yet been identified by PRM. A final decision on the selection of PRM's nominees will be made in light of the circumstances at the relevant time.

4. Consent

PRM confirms that as at the date of this Second Supplementary Bidder's Statement, each of the parties that have been named as having consented to being named in the Original Bidder's Statement have not withdrawn that consent.

5. Other Notices

Unless the context otherwise requires, terms defined in the Replacement Bidder's Statement have the same meaning as in this First Supplementary Bidder's Statement.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on 25 April 2024. Neither ASIC nor any of its officers takes any responsibility for the contents of this First Supplementary Bidder's Statement.

6. Further information

SRX Shareholders who have any questions in relation to the Offer should call Dann Vu (Head of Company Administration) on +1 (203) 767-0273 between 9.00am to 5.00pm (GMT -4 time zone) on Business Days, or contact your legal, financial or other professional advisers.

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7. Approval of the Second Supplementary Bidder's Statement

This Second Supplementary Bidder's Statement has been approved by a resolution of the sole director of PRM.

Dated: 25 April 2024

Signed on behalf of PRM Services LLC

Craig Dean

Director and CEO, PRM Services LLC

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