WINSOMERESOURCES

ASX: WR1 | FSE: 4XJ | OTCQB: WRSLF

ASX RELEASE | 12 May 2026

Schemes become legally effective

Winsome Resources Limited (ASX: WR1) (**Winsome** or the **Company**) provides the following update in relation to the proposed acquisition by Li-FT Power Ltd. (TSXV: LIFT) (**Li-FT**) of 100% of the fully paid ordinary shares in Winsome by way of a scheme of arrangement (**Share Scheme**) and 100% of the unlisted options in Winsome by way of an option scheme (**Option Scheme**).

Unless otherwise specified, capitalised terms used in this announcement have the meaning given in the Scheme Booklet dated 26 March 2026.

LODGEMENT OF COURT ORDERS WITH ASIC

Winsome is pleased to advise that a copy of the orders made by the Supreme Court of Western Australia (**Orders**) approving the Share Scheme and the Option Scheme has been lodged with ASIC.

The Share Scheme and Option Scheme are now legally effective. A copy of the Orders is attached to this announcement.

SUSPENSION OF TRADING

It is expected that Winsome Shares will be suspended from trading on the ASX with effect from the close of trading today, Tuesday, 12 May 2026.

KEY DATES

The indicative timetable for the remaining key dates of the Share Scheme and Option Scheme is set out below:

Event	Indicative Date
Last trading of Winsome Shares	Close of trade on 12 May 2026
Election Date The latest time and date by which the Share Registry must receive: • Share Election Forms from Winsome Shareholders and Winsome Optionholders who wish to elect to receive New Li-FT Shares (rather than receive New Li-FT CDIs by default) or to withdraw a previous election made. • Small Shareholder's Election Forms from Small Shareholders who wish to elect to receive their Share Scheme Consideration in the form of New Li-FT CDIs (rather than to receive their pro rata share of the Sale Proceeds under the Sale Facility by default) or to withdraw a previous election made.	5.00pm (AWST) on 12 May 2026

Event	Indicative Date
Share Scheme Record Date	5:00pm (AWST) on 14 May 2026
Option Scheme Record Date	5:00pm (AWST) on 14 May 2026
Implementation Date	21 May 2026
New Li-FT CDIs commence trading on ASX on a normal settlement basis	22 May 2026
Delisting of Winsome from ASX	22 May 2026
Despatch of Li-FT holding statements for New Li-FT CDIs	25 May 2026
Despatch of Direct Registration System statements or share certificate for New Li-FT Shares	25 May 2026
New Li-FT Shares commence trading on TSXV	26 May 2026

WINSOME INFORMATION LINE

If you have any questions in relation to the Schemes, please contact the Winsome Information Line on 1300 441 601 (from within Australia) or +61 2 9698 7164 (from outside Australia) Monday to Friday (excluding public holidays) between 8:00am and 8:00pm (AEST) or consult your legal, investment, taxation, financial or other professional adviser.

This announcement has been authorised for release to ASX by the Board of Winsome.

For further information please contact:

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-ENDS-

IN THE SUPREME COURT OF WESTERN AUSTRALIA

COR/25/2026

BETWEEN:

WINSOME RESOURCES LIMITED (ACN 649 009 889) First Plaintiff

AND

LI-FT POWER LTD First Interested Party

ORDERS OF JUSTICE HILL
MADE ON 11 MAY 2026

UPON THE APPLICATION of the plaintiff by originating process dated 4 March 2026, and UPON HEARING A Papamatheos SC and A Ikin, of counsel for the plaintiff, and S Tomasich, of counsel for the interested party, IT IS ORDERED that:

1. Pursuant to section 411(4)(b) of the Corporations Act 2001 (Cth) (Act):

    (a) the scheme of arrangement between the plaintiff and the holders of fully paid ordinary shares in the capital of the plaintiff (Winsome Shareholders) in the form set out in Appendix 3 to the draft scheme booklet, being attachment "MJNW-07" to the affidavit of Matthew James Nowotny-Walsh affirmed on 24 March 2026 (Share Scheme), is approved; and

    (b) the scheme of arrangement between the plaintiff and the holders of unlisted options in relation to fully paid ordinary shares in the capital of the plaintiff (Winsome Optionholders) in the form set out in Appendix 6 to the draft scheme booklet, being attachment "MJNW-07" to the affidavit of Matthew James Nowotny-Walsh affirmed on 24 March 2026 (Option Scheme), is approved.

2. Pursuant to section 411(12) of the Act, the plaintiff is exempt from compliance with section 411(11) of the Act in relation to the Share Scheme and Option Scheme (together, the Schemes).

3. Pursuant to section 1322(4)(a) of the Act, it is declared that the Option Scheme Meeting held on 5 May 2026 and the resolution passed at the Option Scheme Meeting are not invalid by reason of the Plaintiff's non-compliance with the commencement time of the meeting as set out in Order 1(b) of the Court's orders dated 25 March 2026, compliance with which was required by s 411(1)(a) of the Act.

4. An office copy of these orders be lodged with the Australian Securities and Investments Commission as soon as practicable after they are made.

THE COURT NOTES that:

5. Li-FT Power Ltd. will rely on the Court's approval of the Schemes for the purpose of qualifying for exemption from the registration requirements of the US Securities Act of 1933, provided for by section 3(a)(10) of that Act, in connection with the implementation of, and provision of consideration under, the Schemes.

6. The Court was informed that securities are to be offered as scheme consideration and an independent expert report has concluded that the Share Scheme is in the best interests of Winsome Shareholders and that the Option Scheme is in the best interests of Winsome Optionholders.

7. The Court has held a hearing to determine whether the terms of the Schemes are fair to Winsome Shareholders and Winsome Optionholders (together, Winsome Securityholders). As to this, for approval under section 411(4)(b) of the Act, it is necessary for the Court to consider the fairness and reasonableness of the proposed Schemes. The Court has done this and has determined that the proposed Schemes are fair and reasonable to all Winsome Securityholders.

8. The hearing for approval of the Schemes was heard in open court on 11 May 2026. It was open to all Winsome Securityholders to attend. Notice of the hearing was provided to all Winsome Securityholders in accordance with the orders made by the Court on 25 March 2026. The date, time and place of the hearing were advertised on the plaintiff's ASX market announcements platform and on its website from 4 May 2026. The date of the approval court hearing was also referred to in the Scheme Booklet and other announcements released to the ASX.

9. No Winsome Securityholder, nor the Australian Securities and Investments Commission, gave notice of any intention to appear at the approval court hearing and no Winsome Securityholder sought leave to appear at the approval court hearing to oppose the approval of the Schemes.

BY THE COURT

THE HONOURABLE JUSTICE J HILL