



Status: **legally binding**

Class Ruling

Aurumin Limited – scrip for scrip roll-over for shareholders

❶ Relying on this Ruling

This publication is a public ruling for the purposes of the *Taxation Administration Act 1953*.

If this Ruling applies to you, and you correctly rely on it, we will apply the law to you in the way set out in this Ruling. That is, you will not pay any more tax or penalties or interest in respect of the matters covered by this Ruling.

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What this Ruling is about

1. This Ruling sets out the income tax consequences for the holders of ordinary shares in Aurumin Limited (Aurumin) who acquired ordinary shares in Brightstar Resources Limited (Brightstar) in exchange for their shares in Aurumin on 2 December 2025 (Implementation Date).
2. Details of this scheme are set out in paragraphs 26 to 55 of this Ruling.
3. All legislative references in this Ruling are to the *Income Tax Assessment Act 1997*, unless otherwise indicated.

Who this Ruling applies to

4. This Ruling applies to you if you:
 - were registered on the Aurumin share register as the holder of an ordinary share in Aurumin at 4:00 pm (AWST) on 25 November 2025 (Record Date)
 - held your Aurumin shares on capital account – that is, you did not hold your Aurumin shares as a ‘revenue asset’ (as defined in section 977-50) or as trading stock (as defined in subsection 995-1(1)), and
 - did not acquire your Aurumin shares pursuant to an employee share scheme (as defined in section 83A-10).

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5. This Ruling does not apply to anyone who is subject to the taxation of financial arrangements rules in Division 230 in relation to the scheme outlined in paragraphs 26 to 55 of this Ruling.

Note: Division 230 will not apply to individuals unless they have made an election for it to apply.

When this Ruling applies

6. This Ruling applies from 1 July 2025 to 30 June 2026.

Ruling

CGT event A1 happened on the disposal of your shares in Aurumin Limited

7. CGT event A1 happened when you disposed of your Aurumin shares to Brightstar (section 104-10).

8. The time of CGT event A1 was on the Implementation Date of 2 December 2025 (paragraph 104-10(3)(b)).

9. The capital proceeds from CGT event A1 happening to each Aurumin share are the market value of 0.25 of a share in Brightstar you received in respect of the disposal of each Aurumin share (subsection 116-20(1)). The market value of the Brightstar shares is worked out as at the time of CGT event A1.

10. You made a capital gain from CGT event A1 happening if the capital proceeds from the disposal of your Aurumin shares exceeded their cost base (subsection 104-10(4)). The capital gain is the amount of the excess.

11. You made a capital loss from CGT event A1 happening if the capital proceeds are less than the reduced cost base of your Aurumin shares (subsection 104-10(4)). The capital loss is the amount of the difference.

Foreign resident shareholders of Aurumin Limited

12. You must disregard a capital gain or capital loss you made from CGT event A1 happening when you disposed of your Aurumin shares to Brightstar (section 855-10) if:

- you were a foreign resident (that is, you were not a 'resident of Australia' as defined in subsection 6(1) of the *Income Tax Assessment Act 1936*), or the trustee of a foreign trust for CGT purposes, just before the Implementation Date, and
- your Aurumin shares were not 'taxable Australian property' (as defined in section 855-15).

13. Your Aurumin shares were taxable Australian property if they were either:

- used by you at any time in carrying on a business through a permanent establishment in Australia (table item 3 of section 855-15), or
- a CGT asset that is covered by subsection 104-165(3) (choosing to disregard a capital gain or capital loss on ceasing to be an Australian resident) (table item 5 of section 855-15).

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Availability of scrip for scrip roll-over for your shares in Aurumin Limited

14. Subject to the qualification in paragraphs 15 and 16 of this Ruling, if you made a capital gain from the disposal of your Aurumin shares and received Brightstar shares, you may choose to obtain scrip for scrip roll-over for the capital gain (sections 124-780 and 124-785).

15. Scrip for scrip roll-over cannot be chosen if any capital gain you might make from the replacement Brightstar shares would be disregarded, except because of a roll-over (paragraph 124-795(2)(a)).

16. If you were a foreign resident just before the Implementation Date, you cannot choose scrip for scrip roll-over unless you received Brightstar shares and they were taxable Australian property (as defined in section 855-15) just after the Implementation Date (subsection 124-795(1)).

Consequences if you choose scrip for scrip roll-over***Capital gain is disregarded***

17. If you choose scrip for scrip roll-over, your capital gain is disregarded (subsection 124-785(1)).

Acquisition date of shares in Brightstar Resources Limited for discount capital gain purposes

18. If you choose scrip for scrip roll-over, the Brightstar shares you acquired in exchange for your Aurumin shares are taken to have been acquired (for the purposes of determining your eligibility to make a discount capital gain) on the date you acquired, for CGT purposes, the corresponding Aurumin shares (table item 2 of subsection 115-30(1)).

Cost base and reduced cost base of shares in Brightstar Resources Limited

19. If you choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of a replacement share in Brightstar that you received is worked out by reasonably attributing to it the cost base and reduced cost base (respectively) of the Aurumin shares for which it was exchanged and for which the roll-over was obtained (subsections 124-785(2) and (4)).

20. You can calculate the first element of the cost base and reduced cost of each replacement Brightstar share by dividing the total cost bases of your Aurumin shares by the number of replacement Brightstar shares you received.

Consequences if you do not choose, or cannot choose, scrip for scrip roll-over for your shares in Aurumin Limited***Capital gain is not disregarded***

21. If you do not choose, or cannot choose, scrip for scrip roll-over, you must take into account any capital gain or capital loss from CGT event A1 happening on the disposal of your Aurumin shares in working out your net capital gain or net capital loss for the income year in which CGT event A1 happened (sections 102-5 and 102-10).

22. If you make a capital gain where scrip for scrip roll-over is not chosen, or cannot be chosen, you can treat the capital gain as a discount capital gain provided that the

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conditions of Subdivision 115-A are met. In particular, you must have acquired your Aurumin shares at least 12 months before the Implementation Date on which CGT event A1 happened (excluding the date on which you acquired the Aurumin shares and the Implementation Date).

Cost base and reduced cost base of shares in Brightstar Resources Limited

23. If you do not choose, or cannot choose, scrip for scrip roll-over, the first element of the cost base and reduced cost base of a replacement Brightstar share that you received is equal to the market value of the Aurumin shares you gave in respect of acquiring the Brightstar share (subsections 110-25(2) and 110-55(2)).

24. The market value of the Aurumin shares you gave is to be worked out as at the time when you acquired the Brightstar shares.

Acquisition date of shares in Brightstar Resources Limited

25. If you do not choose, or cannot choose, scrip for scrip roll-over, the acquisition date of the Brightstar shares is the date on which those shares were issued to you (table item 2 of section 109-10).

Scheme

26. The following description of the scheme is based on information provided by the applicant. If the scheme is not carried out as described, this Ruling cannot be relied upon.

Aurumin Limited

27. Aurumin is a public company that was incorporated in Australia on 28 February 2020.

28. Aurumin was the head company of an income tax consolidated group under Part 3-90.

29. Aurumin was listed on the Australian Securities Exchange (ASX) on 9 December 2020. The shares in Aurumin were traded under the ASX code 'AUN'.

30. The business of Aurumin consists of the exploration for gold and development of gold projects in Western Australia.

31. On the Implementation Date, there were 512,008,458 Aurumin ordinary shares on issue and 112,379,716 call options (to acquire ordinary shares in Aurumin) on issue.

32. Just before the Scheme Implementation Deed (SID) was entered into, Aurumin had more than 300 shareholders.

Brightstar Resources Limited

33. Brightstar is a public company incorporated in Australia.

34. Brightstar was listed on the ASX on 5 December 2003. The ordinary shares in Brightstar are traded under the ASX code 'BTR'.

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35. The business of Brightstar consists of the exploration for, and mining of, gold in Australia.
36. Just before the SID was entered into, Brightstar had more than 300 shareholders.
37. Prior to the Implementation Date, Brightstar and its subsidiaries did not hold any shares or interests in Aurumin.

Acquisition of shares in Aurumin Limited by Brightstar Resources Limited

38. On 18 July 2025, Aurumin and Brightstar entered into the SID. Under the SID, Aurumin agreed to propose that Aurumin and its shareholders enter into a scheme of arrangement under Part 5.1 of the *Corporations Act 2001* pursuant to which Brightstar would acquire all of the ordinary shares in Aurumin (Share Scheme).
39. Under the SID, Aurumin also agreed to propose a separate scheme of arrangement in relation to the call options in Aurumin (Option Scheme). The Option Scheme was implemented on the Implementation Date and is the subject of Class Ruling CR 2026/4 *Aurumin Limited – scrip for scrip roll-over for option holders*.
40. On 14 November 2025, a resolution in favour of the Share Scheme was passed by the shareholders of Aurumin as required by subparagraph 411(4)(a)(ii) of the *Corporations Act 2001*.
41. The Share Scheme was approved by the Supreme Court of Western Australia under paragraph 411(4)(b) of the *Corporations Act 2001* on 19 November 2025.
42. Brightstar acquired all of the shares in Aurumin on the Implementation Date (2 December 2025).
43. Under the Share Scheme, shareholders of Aurumin (other than Ineligible Foreign Holders and Non-electing Small Shareholders) received the Scheme Consideration on the Implementation Date, being 1 Brightstar ordinary share for every 4 Aurumin ordinary shares they held on the Record Date.
44. An Ineligible Foreign Shareholder is a shareholder whose address on the Aurumin share register on the Record Date was in a place outside Australia, New Zealand and any other jurisdictions in respect of which Brightstar reasonably believes that it is not prohibited and not unduly onerous or impractical to issue new Brightstar shares to an Aurumin shareholder with a registered address in such a jurisdiction.
45. A Non-electing Small Shareholder was a Small Shareholder (an Aurumin shareholder (other than an Ineligible Foreign Shareholder) who, based on their shareholding on the Record Date, would on implementation of the Share Scheme be entitled to receive less than a marketable parcel (as defined in the ASX Listing Rules) of Brightstar shares as Scheme Consideration) who had not provided the Aurumin share registry with an Opt-in Notice (a notice requesting to receive the Scheme Consideration as Brightstar shares) before 21 November 2025.
46. Any Ineligible Foreign Shareholders or Non-electing Small Shareholders did not receive the Brightstar shares to which they would otherwise be entitled for the disposal of their Aurumin shares. Those Brightstar shares were sold through a sale agent and the net sale proceeds were paid to each Ineligible Shareholder.
47. The shares in Aurumin were suspended from trading on the ASX from the close of trading on 21 November 2025.
48. Aurumin was removed from the official list of the ASX on 3 December 2025.

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Other matters

49. On the Implementation Date, the sum of the market values of Aurumin's assets that were 'taxable Australian real property' (as defined in section 855-20) exceeded the sum of the market values of Aurumin's assets that were not taxable Australian real property.

50. However, at no time during the 24 months before the Implementation Date did any foreign resident (with its associates, as defined in section 318 of the *Income Tax Assessment Act 1936*) own 10% or more of the shares in Aurumin.

51. No Aurumin shareholder was a 'significant stakeholder' or a 'common stakeholder' for the arrangement within the meaning of those terms in section 124-783.

52. Paragraph 124-780(3)(f) is satisfied in respect of the disposal of Aurumin shares to Brightstar.

53. An Aurumin shareholder, Aurumin and Brightstar were not all members of the same 'linked group' (within the meaning of that term in section 170-260) just before the SID was entered into.

54. Brightstar did not make a choice under subsection 124-795(4) that Aurumin shareholders could not obtain the roll-over in Subdivision 124-M for CGT event A1 happening in relation to the exchange of Aurumin shares.

55. Subsections 124-810(3) and (5) did not apply to Aurumin or Brightstar just before they entered into the SID.

Commissioner of Taxation

11 February 2026

Status: **not legally binding**

References

Related rulings and determinations:

TR 2006/10; TD 2002/4; TD 2002/10

Legislative references:

- | | |
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