



Status: **legally binding**

Class Ruling

Peel Mining Limited – scrip for scrip roll-over

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 Peel Mining Limited (Peel) who acquired ordinary shares in Aeris Resources Limited (Aeris) in exchange for their shares in Peel on 1 July 2026 (Implementation Date).
2. Details of this scheme are set out in paragraphs 25 to 53 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 as a holder of ordinary shares in Peel at 7:00 pm on 24 June 2026 (Record Date)
 - disposed of your Peel shares under the Scheme (as set out in paragraphs 25 to 53 of this Ruling) and received shares in Aeris for that disposal, and
 - held your Peel shares on capital account – that is, your Peel shares were neither held as revenue assets (as defined in section 977-50) nor as trading stock (as defined in subsection 995-1(1)).
5. This Ruling does not apply to you if you:
 - are exempt from Australian income tax
 - are a temporary resident of Australia (as defined in subsection 995-1(1))
 - acquired your Peel shares under an employee share scheme (as defined in section 83A-10)

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- are a non-resident of Australia and, together with your associates, held 10% or more of the shares in Peel on the Implementation Date or throughout a 12-month period that began no earlier than 24 months before the Implementation Date
- are a non-resident of Australia who carries on, or has carried on, a business at or through a permanent establishment in Australia
- are subject to the investment manager regime in Subdivision 842-I in relation to your Peel shares, or
- are subject to the taxation of financial arrangements rules in Division 230 in relation to the scheme outlined in paragraphs 25 to 53 of this Ruling.

When this Ruling applies

6. This Ruling applies from 1 July 2026 to 30 June 2027.

Ruling

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

7. CGT event A1 happened when you disposed of your Peel shares to Aeris (section 104-10).
8. The time of CGT event A1 was on the Implementation Date (paragraph 104-10(3)(b)).
9. The capital proceeds from CGT event A1 happening to each Peel share is equal to the market value of approximately 0.3363 of a share in Aeris you received in respect of the disposal of each Peel share (subsection 116-20(1)). The market value of the Aeris 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 Peel shares exceeded their cost base (subsection 104-10(4)). The capital gain is the amount of the excess. In working out the cost base of your Peel shares for the purposes of CGT event A1, you must take into account any reduction to the cost base arising from the return of capital by Peel on 30 June 2026 (see Class Ruling CR 2026/41 *Peel Mining Limited – return of capital by in specie distribution of shares in Spectre Metals Limited*).
11. You made a capital loss from CGT event A1 happening if the capital proceeds are less than the reduced cost base of your Peel shares (subsection 104-10(4)). The capital loss is the amount of the difference.

Foreign resident shareholders

12. If you were a foreign resident as defined in subsection 995-1(1) on the Implementation Date, you disregard any capital gain made from CGT event A1 happening when you disposed of your Peel shares to Aeris, pursuant to subsection 855-10(1), unless you are an individual and your Peel shares were covered by subsection 104-165(3) (table item 5 of section 855-15).

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Availability of scrip for scrip roll-over for your shares in Peel Mining Limited

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

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

15. If you were a foreign resident just before the Implementation Date, you cannot choose scrip for scrip roll-over unless you received Aeris 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

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

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

17. If you choose scrip for scrip roll-over, the Aeris shares you acquired in exchange for your Peel 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 Peel shares (table item 2 of subsection 115-30(1)).

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

18. If you choose scrip for scrip roll-over, the first element of the cost base and reduced cost base of a replacement share in Aeris that you received is worked out by reasonably attributing to it the cost base and reduced cost base (respectively) of the Peel shares for which it was exchanged and for which the roll-over was obtained (subsections 124-785(2) and (4)). The cost base and reduced cost base of your Peel shares for this purpose must reflect any reduction arising from the return of capital by Peel on 30 June 2026 (see CR 2026/41).

19. If all of your Peel shares were acquired on the same date, a reasonable method of calculating the first element of the cost base and reduced cost base (respectively) of each replacement Aeris share is by dividing the total cost bases and reduced cost bases (respectively) of your Peel shares for which you choose scrip for scrip roll-over by the number of replacement Aeris shares you received for those Peel shares.

Consequences if you do not choose, or cannot choose, scrip for scrip roll-over for your shares in Peel Mining Limited

Capital gain is not disregarded

20. 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

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your Peel 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).

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

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

22. 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 Aeris share that you received is equal to the market value of the Peel shares you gave in respect of acquiring the Aeris share (subsections 110-25(2) and 110-55(2)).

23. The market value of the Peel shares you gave is to be worked out as at the time when you acquired the Aeris shares.

Acquisition date of shares in Aeris Resources Limited

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

Scheme

25. 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.

Peel Mining Limited

26. Peel was a public company that was incorporated in Australia on 20 April 2006.

27. Peel was listed on the Australian Securities Exchange (ASX) on 11 May 2007. The shares in Peel were traded under the ASX code 'PEX'.

28. Peel is an advanced base and precious metal exploration company, with a primary focus in copper.

29. Peel has only one class of shares on issue, being ordinary shares.

30. On the Implementation Date, Peel had \$139,643,812 share capital and 891,810,882 shares on issue.

31. As at 31 December 2025, Peel had \$17,845,279 accumulated losses.

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

Aeris Resources Limited

33. Aeris is a company incorporated in Australia.

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34. Aeris was listed on the ASX on 2 February 2011. The ordinary shares in Aeris are traded under the ASX code 'AIS'.

35. Aeris is a mid-tier base and precious metals producer. Aeris maintains a copper-dominant portfolio comprised of 2 operating assets, a mine on care and maintenance, a long-life development project and a highly prospective exploration portfolio.

36. Just before the SID was entered into, Aeris had more than 300 shareholders.

Acquisition of shares in Peel Mining Limited by Aeris Resources Limited

37. On 11 February 2026, Peel and Aeris entered into the SID. Under the SID, Peel proposed that Peel and its shareholders enter into a scheme of arrangement under Part 5.1 of the *Corporations Act 2001*, pursuant to which Aeris would acquire all of the ordinary shares in Peel.

38. On 15 June 2026, a resolution in favour of the scheme of arrangement was passed by the shareholders of Peel as required by subparagraph 411(4)(a)(ii) of the *Corporations Act 2001*.

39. On 19 June 2026, the scheme of arrangement was approved by the Federal Court of Australia under paragraph 411(4)(b) of the *Corporations Act 2001*.

40. Aeris acquired all of the shares in Peel on the Implementation Date.

41. Under the scheme of arrangement, the shareholders of Peel (other than Ineligible Foreign Shareholders and those Non-electing Small Shareholders) received the Scheme Consideration on the Implementation Date.

42. The Scheme Consideration consists of approximately 0.3363 of an Aeris ordinary share for every Peel ordinary share they held on the Record Date, valued at \$0.124 per share.

43. An Ineligible Foreign Shareholder was a Peel shareholder whose address was at a place outside of Australia, New Zealand, United Kingdom or Germany.

44. A Non-electing Small Shareholder is a Peel shareholder who did not complete the opt in Notice and, based on their holding of Peel shares, would (on implementation of the scheme of arrangement) be entitled to receive less than a marketable parcel (as that term is defined in the ASX Listing Rules) of new Aeris shares (assessed by reference to the price of Aeris shares on the ASX at the close of trade on the trading day prior to the Record Date) as Scheme Consideration.

45. Any Ineligible Foreign Shareholder, or a Non-electing Small Shareholder who did not validly elect to receive the Scheme Consideration, did not receive the Aeris shares to which they would otherwise be entitled for the disposal of their Peel shares. Those Aeris shares were sold through a sale agent and the net sale proceeds were remitted to Aeris, who then remitted the relevant share of the net sale proceeds to each Ineligible Foreign Shareholder or Non-electing Small Shareholder.

46. The shares in Peel were suspended from trading on the ASX from the close of trading on 22 June 2026.

47. Peel was removed from the official list of the ASX as at the close of trade on 2 July 2026.

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Return of capital by an in specie distribution of shares in Spectre Metals Limited

48. On 15 June 2026, Peel shareholders voted to approve a return of capital by an in specie distribution of shares in Spectre Metals Limited. The return of capital is subject to a separate class ruling (see CR 2026/41).

Other matters

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

50. Paragraph 124-780(3)(f) is satisfied in respect of the disposal of Peel shares to Aeris.

51. A Peel shareholder, Peel and Aeris 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.

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

53. Subsections 124-810(3) and (5) did not apply to Peel or Aeris just before they entered the SID.

Commissioner of Taxation

15 July 2026

Status: **not legally binding**

References

Related rulings and determinations:

CR 2026/41

Legislative references:

- | | |
|---|--|
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