

# ASX RELEASE

27/11/2015



## MAILING TO FORMER SIRIUS RESOURCES NL SHAREHOLDERS

Please find attached two letters that were mailed today to former Sirius Resources NL (Sirius) shareholders. The letters relate to the tax implications of the Sirius demerger of S2 Resources Limited, and the subsequent acquisition of Sirius by Independence Group NL.

### For further information contact:

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11 November 2015

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Dear Shareholder

## TAX IMPLICATIONS OF DEMERGER AND ACQUISITION SCHEMES

The purpose of this letter is to provide further information to you in relation to the Australian tax consequences of the disposal of your shares in Sirius Resources NL (**Sirius**) and the acquisition of your shares in S2 Resources Limited (**S2**) and Independence Group NL (**IGO**) resulting from your participation in:

- Sirius' demerger of S2 Resources Limited (**the Demerger Scheme**); and
- The subsequent merger between Sirius and Independence Group NL (**the Acquisition Scheme**).

The Demerger Scheme Booklet and Acquisition Scheme Booklet (**the Scheme Booklets**) previously provided to Shareholders, and made available on Sirius' website, contained a summary of the likely tax consequences for Australian resident shareholders.

As set out in the Scheme Booklets, the tax outcomes listed were subject to Sirius applying to the Australian Taxation Office (**ATO**) to seek Class Rulings on behalf of Sirius' Shareholders confirming the tax consequences of Sirius Shareholders' participation in the Demerger Scheme and Acquisition Scheme.

### **Summary of class ruling process**

Draft Class Ruling applications in respect of the above schemes were submitted to the ATO seeking to confirm a number of tax consequences for shareholders including:

- the availability of demerger relief in relation to the Demerger Scheme; and
- the availability of partial scrip for scrip rollover relief (**scrip for scrip relief**) in relation to the Acquisition Scheme.

In respect of the availability of demerger relief, the ATO informed Sirius that it will not issue a favourable Class Ruling.

In respect of the availability of scrip for scrip relief, the ATO agreed with the submissions of Sirius and KPMG and confirmed in writing that scrip for scrip relief would be available. However, the ATO was unwilling to issue a favourable Class Ruling on the Acquisition Scheme in isolation of the Demerger Scheme. As such, although the ATO made favourable representations in respect of the availability of scrip for scrip relief, these statements are not binding on the ATO.



After being advised of the ATO's view and its decision not to issue favourable Class Rulings, the Sirius Board elected to withdraw from the Class Ruling application process on the basis that it has received advice and it does not agree with the reasoning applied nor the conclusions reached by the ATO.

In summary, no Class Rulings will be issued by the ATO in relation to the tax consequences for Sirius Shareholders participating in the Demerger Scheme and Acquisition Scheme.

Each Shareholder must ultimately determine the availability of demerger relief and scrip for scrip relief for themselves and should seek independent tax advice in this regard.

Attached is a letter prepared by KPMG providing further detail in relation to the Class Ruling application process and outlining the indicative tax consequences for Shareholders under both the ATO's view and the view put forward by the Sirius to the ATO in the Class Ruling application process.

**Information required to prepare income tax return**

As set out in the Scheme Booklets, you will require the following information to determine the tax outcomes of your participation in the Demerger Scheme and Acquisition Scheme. The table below sets out this information.

Information	Amount
5-day VWAP of S2 Resources Limited shares after commencement of trading on the ASX	\$0.1796
5-day VWAP of Sirius Resources NL shares prior to cessation of trading on the ASX on 10 September 2015	\$2.55
1-day VWAP of Independence Group NL Shares on the Implementation date	\$3.14
Implied market value of S2 Resources Limited after commencement of trading on the ASX	\$37,242,633
Implied market value of Sirius Resources NL (including S2) prior to cessation of trading on the ASX on 10 September 2015	\$1,057,744,016
Implied market value of Sirius Resources NL (excluding S2) prior to cessation of trading on the ASX on 10 September 2015	\$1,020,501,384

Shareholders should seek their own independent advice in relation to the preparation of their income tax returns and the use of the amounts in the table above.

Yours sincerely

Peter Bradford  
Managing Director  
INDEPENDENCE GROUP NL



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**Private and confidential**  
The Directors  
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Our ref 24891141\_1

11 November 2015

Dear Directors

## **Demerger and Acquisition Scheme - tax consequences**

This letter has been prepared at the request of the Directors of Sirius Resources NL (**Sirius**) for distribution to Sirius Shareholders. The purpose of this letter is to provide an update on Sirius' dealings with the Australian Taxation Office (**ATO**) and to provide further detail in relation to the expected Australian income tax consequences for individual and corporate Sirius Shareholders participating in the Demerger Scheme and the Acquisition Scheme.

### **1 Scope of this letter**

This letter has been prepared for Sirius Shareholders who:

- Are a resident of Australia for tax purposes;
- Hold their interests on capital account;
- Are not subject to the Taxation of Financial Arrangements (**TOFA**) Rules contained in Division 230 of the *Income Tax Assessment Act 1997 (the 1997 Act)*;
- Acquired their Sirius Shares on or after 20 September 1985; and
- Did not acquire their Sirius Shares as a result of participation in an employee share scheme.

All references to "Sirius Shareholders or Shareholders" in this letter refer to the class of shareholders above.

This letter has been prepared based upon the facts as set out in the Demerger Scheme Booklet and Acquisition Scheme Booklet, which have not been independently verified by KPMG.

The indicative summary of tax consequences contained in this letter is based upon the legislation and established interpretation of legislation as at the date of this letter, but is not intended to be an authoritative or complete statement of the law relevant to the circumstances of each Shareholder. Shareholders should seek independent professional advice in relation to their own particular circumstances.

The information contained in this letter is of a general nature and is not intended to address the circumstances of any particular individual or entity. No one should act on such information without appropriate professional advice after a thorough examination of their particular situation. As KPMG does not undertake to update this advice for any changes in the Australian tax law after the date of this letter, it is the responsibility of the Shareholders to take further advice, if they are to rely on this letter at a later date.

KPMG's Tax Practice is not licensed to provide financial product advice under the *Corporations Act 2001* and taxation is only one of the matters that must be considered when making a decision on a financial product. You should consider taking advice from an Australian Financial Services Licence holder before making any decision on a financial product.

## 2 **Class Ruling application process**

### 2.1 ***Overview of process and outcome***

As set out in the Demerger Scheme Booklet and the Acquisition Scheme Booklet, Class Rulings were sought from the ATO by Sirius on behalf of Sirius Shareholders to confirm a number of the key tax consequences of each scheme including:

- The availability of demerger relief in respect of the Demerger Scheme;
- The determination of the capital and dividend components of the Demerger Scheme for tax purposes; and
- The availability of partial scrip for scrip CGT rollover relief (**scrip for scrip relief**) in respect of the Acquisition Scheme.

In respect of the availability of demerger relief, the ATO informed Sirius and KPMG as its tax advisor, that it will not issue a favourable Class Ruling.

In respect of the determination of the capital and dividend components of the Demerger Scheme for tax purposes, the ATO made favourable representations that the methodology proposed by Sirius and KPMG would be acceptable. These representations are not binding on the ATO.

In respect of the availability of scrip for scrip relief, the ATO agreed with the submissions of Sirius and KPMG, and confirmed in writing that scrip for scrip relief will be available. However, the ATO was unwilling to issue a favourable Class Ruling on the Acquisition Scheme in isolation of the Demerger Scheme. As such, the ATO's representations in respect of the availability of scrip for scrip relief are not binding on the ATO.

After being advised of the ATO's view and its decision not to issue favourable Class Rulings, the Board of Sirius elected to withdraw from the Class Ruling application process on the basis that the Board has received advice and the Board does not agree with the reasoning applied nor the conclusions reached by the ATO.

In summary, no Class Rulings will be issued by the ATO in relation to the tax consequences for Sirius Shareholders participating in the Demerger Scheme and Acquisition Scheme.

## 2.2 *Availability of demerger relief and scrip for scrip relief*

KPMG is of the opinion that demerger relief should be available in respect of the Demerger Scheme and that the Commissioner should not seek to exercise his discretion under section 45B of the *Income Tax Assessment Act 1936* (**the 1936 Act**). KPMG is also of the opinion that scrip for scrip relief should be available in respect of the Acquisition Scheme.

Despite this view and as noted above, the ATO will not issue Class Rulings in respect of the Demerger Scheme or Acquisition Scheme. As no Class Ruling will be issued the ATO is not bound to apply any views, including the above views, in respect of the tax treatment of the Demerger Scheme and Acquisition Scheme. As such, Sirius Shareholders should seek their own independent tax advice taking into account their own circumstances to determine the tax consequences of the Demerger Scheme and Acquisition Scheme.

In the event that a Sirius Shareholder lodges an income tax return based on a particular view and the ATO subsequently takes a different view resulting in more tax being payable, penalties and interest charges may be applied. Shareholders should obtain independent advice in respect of this risk.

To assist Sirius Shareholders in understanding the consequences of the availability or otherwise of demerger relief and scrip for scrip relief, we have provided further detail below as to the indicative tax outcomes for Sirius Shareholders should they form the following views:

- Shareholders determine that both demerger relief and scrip for scrip relief are available, and choose to apply both; or
- Shareholders determine that demerger relief is not available, however scrip for scrip relief is available and choose to apply scrip for scrip relief.

Please refer to KPMG's tax consequences letters included in the Demerger and Acquisitions Scheme Booklets for indicative tax comments covering scenarios outside of the above.

## 3 **Indicative tax implications – Shareholders determine that demerger relief and partial scrip for scrip relief are available**

### 3.1 *Tax implications of Demerger Scheme*

Under the Demerger Scheme, each Sirius Shareholder received a distribution of 0.5 S2 Shares for every Sirius Share held.

#### *(a) Value of distribution in the hands of Sirius Shareholders*

The value of the distribution received by Sirius Shareholders is 17.9568 cents per Sirius Share based on the 5-day volume weighted average price (**VWAP**) of S2 Shares after commencement of S2 trading on the ASX.

For Australian income tax purposes, this distribution of 17.9568 cents per Sirius Share is treated as a capital reduction. The tax implications for Sirius Shareholders who choose to apply demerger relief are set out below.

*(b) Capital reduction*

The receipt of a capital reduction amount will result in CGT event G1 occurring for Sirius Shareholders. To the extent that the capital reduction component of 17.9568 cents per Sirius Share exceeds a Sirius Shareholder's cost base in its Sirius Share, a capital gain will arise. However, any capital gain that arises as a result of the Demerger Scheme will be disregarded under the demerger relief provisions of Division 125 of the 1997 Act. Therefore, no amount of the capital reduction component should be immediately assessable.

*(c) Cost base of Sirius Shares and S2 Shares*

The first element of the cost base and the reduced cost base of Sirius Shares and S2 Shares held by a Sirius Shareholder immediately after the demerger will be determined as follows:

- Calculate the total cost base in Sirius Shares held just before the demerger (e.g. the amount paid to acquire the Sirius Shares); and
- Apportion the above amount between the Sirius Shares and S2 Shares held after the demerger on a reasonable basis, having regard to the relative market values of each share just after the demerger.

The market value of each S2 Share based on the 5-day VWAP after commencement of trading on the ASX is \$0.1796. With 207,401,278 S2 Shares on issue, S2's total market value is \$37,242,633.

The market value of each Sirius Share based on the 5-day VWAP prior to cessation of trading on the ASX on 10 September 2015 is \$2.55. With 414,801,575 Sirius Shares on issue, Sirius's total market value is \$1,057,744,016 (inclusive of S2).

The total combined cost base or reduced cost base of the Sirius Shares and the S2 Shares immediately after the demerger is equal to the total cost base of the Sirius Shares held before the demerger.

Sirius Shareholders will be treated as having acquired the corresponding S2 Shares on the same date as their Sirius Shares for the purpose of determining the availability of the CGT discount in relation to any subsequent disposal of S2 Shares after the demerger.

**Example 1 – Demerger cost base calculation**

Shareholder's number of Sirius Shares = 1,000

Shareholder's assumed original Sirius cost base = \$2,000 (\$2 per Sirius Share)

Number of S2 Shares issued to the Sirius Shareholder under the Demerger Scheme = 500

S2 market value = \$37,242,633 (\$0.1796 per S2 Share)

Sirius market value (including S2) = \$1,057,744,016 (\$2.55 per Sirius Share)

New cost base of Sirius Shares = \$2,000 x  $\left(\frac{\$1,057,744,016 - \$37,242,633}{\$1,057,744,016}\right)$

= **\$1,930**, being the total new cost base of Sirius Shares

= **\$1.93**, being the new cost base per Sirius Share

New cost base of S2 Shares =  $\$2,000 \times (\$37,242,633 \div (\$1,057,744,016))$

= **\$70**, being the total new cost base of S2 Shares

= **\$0.14**, being the new cost base per S2 Share

### 3.2 *Tax implications of Acquisition Scheme*

Under the Acquisition Scheme, Sirius Shareholders disposed of each Sirius Share in exchange for receiving cash of 52 cents and 0.66 IGO Shares per Sirius Share.

#### *(a) Value of Acquisition Scheme Consideration*

The market value of IGO Shares based on the 1 day VWAP on the Implementation Date of 22 September 2015 is \$3.14 per IGO Share. At 0.66 IGO Shares per Sirius Share, this is the equivalent of \$2.07 per Sirius Share. Therefore, the total value of the consideration received per Sirius Share under the Acquisition Scheme is \$2.59 (being, \$2.07 worth of IGO Shares plus 52 cents cash) per Sirius Share.

#### *(b) CGT event on exchange of Sirius Shares for IGO Shares*

The disposal of Sirius Shares to IGO under the Acquisition Scheme will give rise to a CGT event for Sirius Shareholders resulting in one of the following tax consequences:

- A capital gain will arise to the extent that total consideration of \$2.59 received by the Sirius Shareholders from the disposal of each Sirius Share exceeds the cost base of each Sirius Share.
- A capital loss will be incurred to the extent that total consideration of \$2.59 received by the Sirius Shareholders from the disposal of each Sirius Share is less than the reduced cost base of each Sirius Share.

Partial scrip for scrip relief is available to disregard that part of the capital gain that is reasonably attributable to scrip consideration (i.e. receipt of IGO Shares in exchange for Sirius Shares). Any capital gain disregarded is not assessable.

That part of the capital gain that is reasonably attributable to cash consideration will not be disregarded. Any capital gain not disregarded will be assessable.

Partial scrip for scrip relief is not available where a Sirius Shareholder makes a capital loss on the scrip component.

#### *(c) Calculation of capital gain or loss for cash and scrip components*

The capital gain (before any relevant CGT discounts or indexation) or loss reasonably attributable to the cash and scrip components of consideration would be calculated as follows:

Capital gain or loss per Sirius Share exchanged (cash component) =  $0.52 - (S \times (0.52 \div 2.59))$

Capital gain or loss per Sirius Share exchanged (scrip component) =  $2.07 - (S \times (2.07 \div 2.59))$

Where:

- S is the cost base (or reduced cost base) of the Sirius Shares exchanged under the Acquisition Scheme;
- \$2.59 is the total consideration received per Sirius Share;
- \$0.52 is the value of the cash received per Sirius Share; and
- \$2.07 is the value of the scrip component (i.e. IGO Shares) received per Sirius Share.

A capital gain on the scrip component would be eligible for partial scrip for scrip relief. A capital loss on the scrip component or a capital gain or loss on the cash component would not be eligible for partial scrip for scrip relief.

#### **Example 2 – Calculation of capital gain or loss**

*This example continues from example 1*

Cash component received per Sirius Share = \$0.52

Value of scrip component received per Sirius Share = \$2.07

Cost base per Sirius Share (from example 1) = \$1.93

Capital gain or loss (cash component) =  $0.52 - (1.93 \times (0.52 \div 2.59))$   
 = **\$0.13** per Sirius Share

Capital gain or loss (scrip component) =  $2.07 - (1.93 \times (2.07 \div 2.59))$   
 = **\$0.53** per Sirius Share

*(d) Cost base of IGO Shares where scrip for scrip is chosen*

The cost base (or reduced cost base) of the IGO Shares will be the portion of the cost base (or reduced cost base) of the Sirius Shares (calculated at [3.1\(c\)](#) above) which is attributable to the scrip component of the Acquisition Scheme Consideration.

The following formula outlines the calculation the cost base of the IGO Shares received:

$S \times (2.07 \div 2.59) =$  Cost base (or reduced cost base) of the IGO Shares received

Where:

- S is the cost base (or reduced cost base) of the Sirius Shares exchanged under the Acquisition Scheme which was calculated at [3.1\(c\)](#);

- 2.07 is the market value of the IGO Shares received per Sirius Share; and
- 2.59 is the total consideration received per Sirius Share.

The Sirius Shareholders are taken to have acquired the IGO Shares under the Acquisition Scheme on the same date they acquired their Sirius Shares, for the purposes of any subsequent application of the CGT discount.

Sirius Shareholders who are entitled to choose scrip for scrip relief should consider their specific circumstances before making an election. Sirius Shareholders are advised to obtain professional tax advice that takes into account their specific circumstances before deciding whether to choose scrip for scrip relief.

### **Example 3 – Acquisition cost base calculation**

*This example continues from example 1 and 2*

Shareholder's cost base in Sirius Shares after demerger (from example 1) = 1,930 (\$1.93 per share)

Value of scrip component received per Sirius Share = \$2.07

Total consideration received per Sirius Share = \$2.59

Shareholder's number of Sirius Shares = 1,000

Cost base in IGO shares =  $\$1,930 \times (2.07 \div 2.59)$

= **\$1,543**

= **\$2.34** per IGO Share

## 4 **Indicative tax implications – Shareholders determine that demerger relief is not available but partial scrip for scrip relief is available**

### 4.1 ***Tax implications of Demerger Scheme***

#### *(a) Value of distribution in the hands of Sirius Shareholders*

The value of the distribution received by Sirius Shareholders is 17.96 cents per Sirius Share based on the 5-day VWAP of S2 Shares after commencement of S2 trading on the ASX.

For Australian income tax purposes, this distribution of 17.96 cents per Sirius Share is treated as a capital reduction. The tax implications for Sirius Shareholders who choose to apply demerger relief are set out below.

#### *(b) Capital reduction*

The receipt of a capital reduction amount will result in CGT event G1 occurring for Sirius Shareholders.

Under CGT event G1, the capital reduction component of 17.96 cents per Sirius Share will reduce Sirius Shareholders' cost base in each Sirius Share.

To the extent that the capital reduction component of 17.96 cents per Sirius Share exceeds a Sirius Shareholder's cost base in a Sirius Share, Sirius Shareholders will make an assessable capital gain.

Shareholders who are individuals or complying superannuation funds should determine whether they are eligible to apply the CGT discount in respect of any capital gain.

#### *(c) Cost base of Sirius Shares and S2 Shares*

Sirius Shareholders' cost base in each Sirius Share will be reduced by the capital reduction component of 17.96 cents per Sirius Share.

Ordinary CGT cost base rules will apply in determining the first element of the cost base and reduced cost base of the S2 Shares.

The first element of the cost base or reduced cost base of each S2 Share will be the market value of each S2 Share at the time of the demerger. The market value of each S2 Share based on the 5-day VWAP after commencement of trading on the ASX is \$0.1796.

Sirius Shareholders are treated as having acquired their S2 Shares on the Implementation Date of the Demerger Scheme on 21 September 2015.

#### **Example 4 – Demerger cost base calculation**

Shareholder's number of Sirius Shares = 1,000

Shareholder's assumed original cost base in Sirius = \$2,000 (\$2 per Sirius Share)

Capital reduction for Sirius Shares = \$37,242,633 (\$0.0898 per Sirius share)

Number of S2 Shares issued to the Sirius Shareholder under the Demerger Scheme = 500

S2 market value = \$0.1796 per S2 Share

Cost base in Sirius Shares = \$2,000 – (0.0898 x 1,000)

= **\$1,910**

= **\$1.91** per Sirius share

Cost base in S2 Shares = (0.1796 x 500)

= **\$89.78**

= **\$0.18** per S2 Share

## 4.2 *Tax implications of Acquisition Scheme*

Under the Acquisition Scheme, Sirius Shareholders disposed of each Sirius Share in exchange for receiving cash of 52 cents and 0.66 IGO Shares per Sirius Share.

### *(a) Value of Acquisition Scheme Consideration*

The market value of IGO Shares based on the 1 day VWAP on the Implementation Date of 22 September 2015 is \$3.14 per IGO Share. At 0.66 IGO Shares per Sirius Share, this is the equivalent of \$2.07 per Sirius Share. Therefore, the total value of the consideration received per Sirius Share under the Acquisition Scheme is \$2.59 (\$2.07 plus 52 cents cash) per Sirius Share.

### *(b) CGT event on exchange of Sirius Shares for IGO Shares*

The disposal of Sirius Shares to IGO under the Acquisition Scheme will give rise to a CGT event for Sirius Shareholders resulting in one of the following tax consequences:

- A capital gain will arise to the extent that total consideration of \$2.59 received by the Sirius Shareholders from the disposal of each Sirius Share exceeds the cost base of each Sirius Share.
- A capital loss will be incurred to the extent that total consideration of \$2.59 received by the Sirius Shareholders from the disposal of each Sirius Share is less than the reduced cost base of each Sirius Share.

Partial scrip for scrip relief is available to disregard that part of the capital gain that is reasonably attributable to scrip consideration (i.e. receipt of IGO Shares in exchange for Sirius Shares). Any capital gain disregarded is not assessable.

That part of the capital gain that is reasonably attributable to cash consideration will not be disregarded. Any capital gain not disregard will be assessable.

Partial scrip for scrip relief is not available where a Sirius Shareholders makes a capital loss on the scrip component.

*(c) Calculation of capital gain or loss for cash and scrip components*

The capital gain (before any relevant CGT discounts or indexation) or loss reasonably attributable to the cash and scrip components of consideration would be calculated as follows:

Capital gain or loss per Sirius Share exchanged (cash component) =  $0.52 - (S \times (0.52 \div 2.59))$

Capital gain or loss per Sirius Share exchanged (scrip component) =  $2.07 - (S \times (2.07 \div 2.59))$

Where:

- S is the cost base (or reduced cost base) of the Sirius Shares exchanged under the Acquisition Scheme;
- \$2.59 is the total consideration received per Sirius Share;
- \$0.52 is the value of the cash received per Sirius Share; and
- \$2.07 is the value of the scrip component (i.e. IGO Shares) received per Sirius Share.

A capital gain on the scrip component would be eligible for partial scrip for scrip relief. A capital loss on the scrip component or a capital gain or loss on the cash component would not be eligible for partial scrip for scrip relief.

**Example 5 – Calculation of capital gain**

*This example continues from example 4*

Cash component received per Sirius Share = \$0.52

Value of scrip component received per Sirius Share = \$2.07

Cost base per Sirius Share (from example 4) = \$1.91

Capital gain or loss (cash component) =  $0.52 - (1.91 \times (0.52 \div 2.59))$   
= **\$0.14** per Sirius Share

Capital gain or loss (scrip component) =  $2.07 - (1.91 \times (2.07 \div 2.59))$   
= **\$0.55** per Sirius Share

*(d) Cost base of IGO Shares where scrip for scrip is chosen*

The cost base (or reduced cost base) of the IGO Shares will be the portion of the cost base (or reduced cost base) of the Sirius Shares (calculated at [4.1\(c\)](#) above) which is attributable to the scrip component of the Acquisition Scheme Consideration.

The following formula outlines the calculation the cost base of the IGO Shares received:

$S \times (2.07 \div 2.59)$  = Cost base (or reduced cost base) of the IGO Shares received

Where:

- S is the cost base (or reduced cost base) of the Sirius Shares exchanged under the Acquisition Scheme which was calculated at 4.1(c);
- 2.07 is the market value of the IGO Shares received per Sirius Share; and
- 2.59 is the total consideration received per Sirius Share.

The Sirius Shareholders are taken to have acquired the IGO Shares under the Acquisition Scheme on the same date they acquired their Sirius Shares, for the purposes of any subsequent application of the CGT discount.

Sirius Shareholders who are entitled to choose scrip for scrip relief should consider their specific circumstances before making an election. Sirius Shareholders are advised to obtain professional tax advice that takes into account their specific circumstances before deciding whether to choose scrip for scrip relief.

**Example 6 – Acquisition cost base calculation**

*This example continues from example 4 and 5*

Shareholder's cost base in Sirius after demerger (from example 4) = 1,910 (\$1.91 per share)

Value of scrip component received per Sirius Share = \$2.07

Total consideration received per Sirius Share = \$2.59

Shareholder's number of Sirius Shares = 1,000

Shareholder's number of IGO Shares = 660

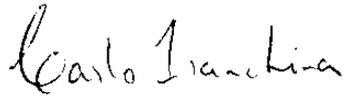
Cost base in IGO shares = \$1,910 x (2.07 / 2.59)

= **\$1,527**

= **\$2.31 per IGO Share**

\* \* \* \* \*

Yours faithfully



Carlo Franchina  
Partner