



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP25/084

Friday, 12 September 2025

Emu NL 05 – Panel Receives Application

The Panel has received an application from Dronkay Pty Ltd in relation to the affairs of Emu NL.

Details of the application, as submitted by the applicant (drawing also on publicly available information), are below.

A sitting Panel has not been appointed at this stage and no decision has been made whether to conduct proceedings. The Panel makes no comment on the merits of the application.

Details

Emu is a precious and base metals explorer listed on ASX.

The applicant is a shareholder of Emu.

On 29 August 2025, Emu issued a notice for an extraordinary general meeting to be held on 29 September 2025 (**EGM**) to consider resolutions relating to the removal and appointment of directors, as required under the Panel's orders in Emu NL 03, as amended (see [TP25/56](#), [TP25/66](#) and [TP25/76](#)).

On 5 September 2025, Emu announced that it had secured a debt facility with Northmead Holdings Pty Ltd (a substantial holder in Emu). Northmead agreed under the facility to lend Emu up to \$500,000, to be repaid on or before 30 November 2025. The announcement stated (among other things) that:

- should Emu make an entitlement offer to shareholders during the term of the loan, Northmead is entitled to direct Emu to repay the advanced portion of the loan principal immediately in satisfaction of Northmead's entitlement under the Offer and
- Emu may at its election convert any portion of the loan principal to equity.

On 8 September 2025, Emu issued a prospectus for a 1 for 2 non-renounceable pro rata entitlement issue (**Entitlement Offer**¹) at an issue price of \$0.017 per new share, together with one free option (exercisable at \$0.05 on or before 28 September 2030) for every one share subscribed for and issued, to raise up to approximately \$1,826,681.

The Entitlement Offer prospectus discloses that the directors of Emu will be entitled to place any shortfall in their sole and absolute discretion within 3 months of the closing date of the Entitlement Offer. The Entitlement Offer prospectus states that shares under the Entitlement Offer will be issued on 29 September 2025 but will not be entitled to vote at the EGM (as ordered by the Panel).

The applicant submits (among other things) that:

- there is a high risk that Emu directors will allocate shortfall *“to board-aligned investors, frustrating the outcome of the EGM and enabling a new 249D to be launched against any incoming board using a freshly bolstered proxy base”*
- Emu intends to use a large proportion of the funds raised under the Entitlement Offer to repay the loan to Northmead, which *“effectively locks in the current board's capital structure, preventing any new board from exercising governance over material transactions”* and
- there are disclosure deficiencies in the Entitlement Offer prospectus.

The applicant seeks interim orders that Emu be restrained from issuing shares and options under the Entitlement Offer and that no funds raised under the Entitlement Offer are used to repay the loan to Northmead, until the conclusion of Panel proceedings.

The applicant seeks final orders including that:

- The Entitlement Offer Prospectus be withdrawn and reissued with corrective disclosure.
- Shortfall allocations be subject *“to a transparent and pro-rata based allocation policy”*.
- Any *“repayment of the Northmead loan be subject to post-EGM board approval, if a new board is elected”*.

Allan Bulman
Chief Executive, Takeovers Panel
Level 16, 530 Collins Street
Melbourne VIC 3000
Ph: +61 3 9655 3500
takeovers@takeovers.gov.au

¹ Emu had previously lodged a similar entitlement offer prospectus on 5 September 2025 which it withdrew on the same day