

A modern mining company



7 June 2018

The Manager, Companies  
Australian Securities Exchange  
Companies Announcement Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Takeover bid by OZ Minerals Brazil (Holdings) Pty Ltd for Avanco Resources Limited — notice that conditions to takeover bid freed and notice of status of defeating conditions**

We refer to OZ Minerals Limited's off-market takeover bid (through its wholly owned subsidiary OZ Minerals Brazil (Holdings) Pty Ltd) for all the ordinary shares in Avanco Resources Limited (**Offer**).

We enclose, by way of service pursuant to sections 650F(3)(a) and 630(5)(b) of the *Corporations Act 2001* (Cth):

- a notice declaring that the Offer has been freed from all remaining defeating conditions; and
- the notice of the status of the defeating conditions to the Offer required by section 630(3) of the *Corporations Act 2001* (Cth).

Sincerely,

A handwritten signature in black ink, appearing to read 'Michelle Pole', with a long horizontal flourish extending to the right.

**Michelle Pole**

Company Secretary and Senior Legal Counsel

**OZ Minerals Brazil (Holdings) Pty Ltd**

ACN 625 407 141

**Notice that defeating conditions to takeover bid freed**

**To: Avanco Resources Limited (Avanco)  
ASX Limited**

OZ Minerals Brazil (Holdings) Pty Ltd (**OZ Minerals Brazil**) gives notice that:

- 1 the takeover offers for all the ordinary shares in Avanco contained in the bidder's statement dated 10 April 2018 are freed from the following defeating conditions in section 13.8 of the bidder's statement:
  - section 13.8(b) (No restraints);
  - section 13.8(c) (Minimum acceptance);
  - section 13.8(d) (No material adverse change);
  - section 13.8(e) (No prescribed occurrences);
  - section 13.8(g) (Conduct of business); and
  - section 13.8(h) (No material breach of the Bid Implementation Deed),and
- 2 the aggregate of OZ Minerals Brazil's voting power in Avanco and the number of shares in respect of which acceptance instructions have been received by the facility agent is 43.48%; and
- 3 OZ Minerals Brazil's voting power in Avanco (excluding shares in respect of which acceptance instructions have been received in the institutional acceptance facility) is 27.11%.

Accordingly, as the defeating conditions in sections 13.8(a) (Regulatory approvals) and 13.8(f) (Material contracts) have previously been freed, **the takeover offers are now wholly unconditional.**

OZ Minerals Brazil will give written notice to the facility agent under the institutional acceptance facility that the offers have been declared unconditional. The facility agent must then take the steps set out in the terms of the facility to cause the offers to be accepted in respect of the facility acceptance instructions as soon as possible.

**Dated:** 7 June 2018



Robert Mancini

Director

OZ Minerals Brazil (Holdings) Pty Ltd

**OZ Minerals Brazil (Holdings) Pty Ltd**

ACN 625 407 141

**Notice of status of defeating conditions**

**To: Avanco Resources Limited (Avanco)  
ASX Limited**

OZ Minerals Brazil (Holdings) Pty Ltd (**OZ Minerals Brazil**) has made offers under an off-market takeover bid for all the ordinary shares in Avanco (**Offers**). The Offers are contained in a bidder's statement dated 10 April 2018 (**Bidder's Statement**).

For the purposes of section 630(3) of the *Corporations Act 2001* (Cth), OZ Minerals Brazil gives notice that, as at the date of this notice:

- 1 the Offers have been freed of each defeating condition contained in section 13.8 of the Bidder's Statement;
- 2 the aggregate of OZ Minerals Brazil's voting power in Avanco and the number of shares in respect of which acceptance instructions have been received by the facility agent is 43.48%; and
- 3 OZ Minerals Brazil's voting power in Avanco (excluding shares in respect of which acceptance instructions have been received in the institutional acceptance facility) is 27.11%.

**Dated:** 7 June 2018



Robert Mancini

Director

OZ Minerals Brazil (Holdings) Pty Ltd