



Australian Government

Takeovers Panel

MEDIA RELEASE

No: TP18/72

Thursday, 25 October 2018

Explaurum Limited – Panel Receives Application

The Panel has received an application from Ramelius Resources Limited in relation to the affairs of Explaurum Limited. Explaurum is currently the subject of an off-market takeover bid by Ramelius for 100% of the shares in Explaurum for consideration of 1 Ramelius share for every 4 Explaurum shares.

Details of the application, as submitted by the applicant, 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

On 10 September 2018, Ramelius announced the takeover bid. Explaurum issued its target's statement on 12 October 2018.

Ramelius submits (among other things) that:

- various undervalue statements made by Explaurum in relation to the offer are not soundly-based or reasonable for purposes of the Panel's *Guidance Note 22: Recommendations and Undervalue Statements*
- valuations provided by Explaurum in relation to the Tampia Gold Project have been made without an objectively reasonable basis contrary to the principles in ASIC's *Information Sheet 214 – Mining and Resources – Forward-looking statements* and
- the target's statement contains a number of statements that are misleading.

Ramelius submits that *"the circumstances give rise to a material failure by Explaurum to comply with disclosure required by Chapter 6 of the Act and are contrary to the policy objectives of section 602 of the Act, resulting in: i) the Applicant's takeover bid not taking place in an efficient, competitive and informed market; and ii) Explaurum shareholders not being provided enough information to enable them to assess the merits of the Applicant's takeover bid."*

Ramelius is seeking interim orders that Explaurum be prohibited from reiterating any undervalue statement or other statement the subject of the application. Ramelius is seeking final orders that Explaurum lodge a supplementary target's statement that among other things corrects the information deficiencies and misleading statements identified in the application.

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