

21 August 2014

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**FOR IMMEDIATE RELEASE**

ASX Market Announcements Office  
ASX Limited

Dear Sir / Madam

**Takeover bid by Ochre Industries Pty Limited for Gondwana Resources Limited**

We act for Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**).

On 19 June 2014, Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**), a wholly owned subsidiary of Ochre Group Holdings Limited ACN 008 877 745, lodged with ASIC its bidder's statement in relation to its off-market bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (**Bidder's Statement** and **Gondwana**, respectively). Ochre lodged with ASIC its first supplementary bidder's statement (**First Supplementary Bidder's Statement**) on 2 July 2014, its second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) on 18 August 2014, and its third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) on 19 August 2014.

**Enclosed** with this letter are:

- (a) a notice to extend the offer period pursuant to section 650D(1) of the Act dated 21 August 2014 (**Notice to Extend the Offer Period**); and
- (b) a notice to extend the date for giving the notice of status of conditions pursuant to section 630(2) of the Act dated 21 August 2014 in accordance with section 630(5)(b) of the Act.

Yours faithfully

**MINTER ELLISON**



**Ron Forster**  
Partner

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Our reference: RWF:1076917

**MINTER ELLISON GROUP AND ASSOCIATED OFFICES**

ADELAIDE AUCKLAND BEIJING BRISBANE CANBERRA DARWIN GOLD COAST HONG KONG  
LONDON MELBOURNE PERTH SHANGHAI SYDNEY ULAANBAATAR WELLINGTON



*CORPORATIONS ACT 2001 (CTH)*

NOTICE BY

OCHRE INDUSTRIES PTY LIMITED ACN 162 416 408

UNDER SECTION 650D

**THIRD EXTENSION OF OFFER PERIOD**

**TO:** Australian Securities and Investments Commission

Australian Securities Exchange Limited

Gondwana Resources Limited ABN 72 008 915 311

Each holder of Gondwana shares to whom the Offer referred to below has been made

This is a notice given by Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**) in relation to the offer made under its off-market takeover bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (the **Offer**) pursuant to its bidder's statement dated 19 June 2014 as supplemented by its first supplementary bidder's statement dated 2 July 2014, second supplementary bidder's statement dated 18 August 2014 and third supplementary bidder's statement dated 19 August 2014 (together the **Bidder's Statement**).

Ochre has previously issued notices dated 24 July 2014 and a notice dated 7 August 2014 in accordance with section 650D(1) of the *Corporations Act 2001 (Cth)* (**Act**), to extend the Offer Period to Thursday, 21 August 2014 and then to 1 September 2014 respectively.

In accordance with section 650D(1) of the Act, Ochre gives notice that it varies the Bidder's Statement (as varied by the notices dated 24 July 2014 and 7 August 2014) and the Offer by:

- (a) extending the period during which the Offer will remain open so that **the offer will now close at 5.00pm (AWST) on Monday, 15 September 2014** (unless further extended);
- (b) varying the offer closing date where referred to as "1 September 2014" to "15 September 2014" throughout the Bidder's Statement and in particular at:
  - (i) page 1 'Key Dates' of the Bidder's Statement;
  - (ii) page 4 'Offer Period' of the Bidder's Statement;
  - (iii) page 7 'When does the Offer open and close' of the Bidder's Statement; and
  - (iv) sections 11.4(b), 11.16(b), 11.17 and 11.18(b), of the Bidder's Statement.

In accordance with section 650E of the Act, on the basis that the Offer is subject to defeating conditions and the Offer has been varied to extend the closing date by more than 1 month, if you have already accepted the Offer in respect of your Gondwana shares, you may withdraw your acceptance by:

- (a) giving written notice to Ochre within one month beginning on the day after the day on which you received this notice; and
- (b) should it be applicable, returning with your notice any consideration received by you together with any necessary documents of transfer.

If your Gondwana shares are in a CHESS Holding and you wish to withdraw your acceptance you will need to instruct your CHESS Controlling Participant to act accordingly.

In accordance with section 650E(5) of the Act, if you withdraw your acceptance of the Offer, Ochre will return any documents that you have sent to Ochre with your acceptance of the Offer, within 14 days after you give Ochre notice that you are withdrawing and return to Ochre any consideration received by you.

Unless the context otherwise requires, defined terms in this notice have the same meaning as in the Bidder's Statement. A copy of this notice was lodged with ASIC today, 21 August 2014. ASIC takes no responsibility for the contents of this notice.

**DATE:** 21 August 2014

**APPROVED** for and on behalf of Ochre Industries Pty Limited pursuant to a unanimous resolution passed at a meeting of directors held on 21 August 2014. This document is approved in accordance with section 650D(3A) of the Corporations Act as amended by ASIC Class Order 13/521.



*CORPORATIONS ACT 2001 (CTH)*

NOTICE BY

OCHRE INDUSTRIES PTY LIMITED ACN 162 416 408

UNDER SECTION 630

**THIRD EXTENSION OF DATE OF NOTICE OF STATUS OF CONDITIONS**

**TO:**

Australian Securities Exchange Limited

Gondwana Resources Limited ABN 72 008 915 311

This is a notice given by Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**) in relation to the offer made under its off-market takeover bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (the **Offer**) pursuant to its bidder's statement dated 19 June 2014 as supplemented by its first supplementary bidder's statement dated 2 July 2014, second supplementary bidder's statement dated 18 August 2014 and third supplementary bidder's statement dated 19 August 2014 (together the **Bidder's Statement**).

Ochre has previously issued a notice dated 24 July 2014 and a notice dated 7 August 2014 in accordance with section 630(2) of the *Corporations Act 2001 (Cth)* (**Act**), to extend the date of notice of status of conditions to Monday, 11 August 2014 and then to Friday, 22 September 2014 respectively.

Ochre states, pursuant to section 630(2) of the Act that:

1. the period during which the offers under the off-market bid by Ochre to acquire all ordinary shares in Gondwana, contained in Ochre's Bidder's Statement, remain open for acceptance is extended until 5.00pm (AWST) on 15 September 2014;
2. the new date for the giving of the notice referred to in section 630(1) of the Act relating to the status of the conditions in section 11.28 of Ochre's Bidder's Statement **is extended to Friday, 5 September 2014;**
3. the offer is varied by replacing all references to "Friday, 22 August 2014" with "Friday, 5 September 2014" in the Bidder's Statement;
4. as per Ochre's notice in accordance with section 650F of the Act dated 18 August 2014, the offers have been freed from all conditions set out in section 11.28 of Ochre's Bidder's Statement, except for
  - (a) the condition at paragraph 11.28(a) of the Bidder's Statement, that Ochre and its associates have a relevant interest in excess of 50% before the end of the offer period;
  - (b) the condition at paragraph 11.28(d) of the Bidder's Statement, including that Gondwana does not enter into any agreement to acquire or dispose of, or acquires or

disposes of, any asset for an amount greater than \$100,000 or which has a book value greater than \$100,000;

- (c) the condition at paragraph 11.28(j) of the Bidder's Statement, that Gondwana provide to Ochre a copy of all information provided to any other person in relation to a competing proposal; and
- (d) the condition at paragraph 11.28(e) of the Bidder's Statement, that no 'Prescribed Occurrences' occur during the offer period including the issue, or agreement to issue, shares, options or convertible notes,

and, so far as Ochre knows, these conditions have not been fulfilled on the date this notice is given; and

5. so far as Ochre is aware:

- (a) Gondwana has triggered Ochre's bid condition in section 11.28(d)(iii)(B) of Ochre's Bidder's Statement by disposing of the Panorama Tenement, as announced by Gondwana on 1 July 2014. Ochre has waived its right to rely on this condition, but only insofar as it relates to the sale of the Panorama Tenement;
- (b) Gondwana would trigger Ochre's bid condition in section 11.28(e)(iv) of Ochre's Bidder's Statement if any shares are allotted pursuant to a new 1-for-1 non-renounceable fully underwritten entitlement issue on the terms of a prospectus lodged with ASX on 18 July 2014 (**Latest Entitlement Issue**). Ochre notes that the Panel has made an order that this Latest Entitlement Issue cannot proceed without shareholder approval. Ochre reserves its right to rely on this condition if any shares are issued under the Latest Entitlement Issue; and
- (c) Gondwana would trigger Ochre's bid condition in section 11.28(e)(iv) of Ochre's Bidder's Statement if it agrees to issue, or proceeds to issue, any shares or options in accordance with Resolution 3, 5, 6 and 7 passed at the Annual General Meeting held on 11 August 2014. Ochre notes that the Panel has made an order that no shares or options can be issued in accordance with Resolution 3, 5, 6 and 7 passed at the Annual General Meeting held on 11 August 2014 without shareholder approval for that particular issue or allotment, or agreement to issue or allot. Ochre reserves its right to rely on this condition if any shares or options are issued.

Unless the context otherwise requires, defined terms in this notice have the same meaning as in the Bidder's Statement.

**DATE:** 21 August 2014

**APPROVED** by resolution passed by directors of Ochre Industries Pty Limited on 21 August 2014.