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First Supplementary Bidder's Statement

Accept

The Offers

by: **Brightstar Resources Limited (ACN 100 727 491)**

to purchase: **all of your ordinary shares and options in Linden Gold Alliance Limited (ACN 643 313 722)**

For each Linden Share you hold you will receive 6.90 New Brightstar Shares; and

For each Linden Option you hold you will receive 6.90 New Brightstar Options,

as set out in the Bidder's Statement.

Financial Adviser



Legal Adviser



1. Introduction

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) to the bidder's statement dated 29 April 2024 (**Bidder's Statement**) issued by Brightstar Resources Limited (ACN 100 727 491) (**Brightstar**) in relation to its off market takeover bid for all the ordinary shares and options in Linden Gold Alliance Limited (ACN 643 313 722) (**Linden**).

This First Supplementary Bidder's Statement is given in compliance with the requirements of Chapter 6 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and supplements, and must be read together with, the Bidder's Statement.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on 10 May 2024 and provided to ASX on 10 May 2024. Neither ASIC, ASX or any of their officers take any responsibility for the content of this First Supplementary Bidder's Statement.

Other than as set out in this First Supplementary Bidder's Statement, the contents of the Bidder's Statement remain unchanged.

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

2. Update in relation to acceptances of the Offers

On 1 May 2024, Brightstar gave notice to Linden under section 654C(1) of the Corporations Act that Brightstar's voting power in Linden had risen from below 25% to 25.38% following receipt of acceptances under the Share Offer.

As at the date of this First Supplementary Bidder's Statement, Brightstar has a Relevant Interest in:

- 55,637,609 Linden Shares, representing 36.78% of all Linden Shares on issue (including 16.98% from acceptances of the Share Offer and 19.8% from the SBM Pre-Bid Acceptance Agreement); and
 - 5,865,000 Linden Options, representing 44.26% of all Linden Options on issue.
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3. Update in relation to conditions of the Offers

On 7 May 2024, Brightstar gave notice to Linden under section 630(4) of the Corporations Act that the following conditions to the Share Offer (as set out in section 7 of Annexure B of the Bidder's Statement) have been fulfilled:

| Share Offer Condition (and Bidder's Statement cross reference) | Summary of condition |
|---|---|
| Brightstar Capital Raise (section 7(b) of Annexure B) | Settlement occurs pursuant to the Brightstar Capital Raise for at least the Minimum Subscription, before the end of the Offer Period. |
| Convertible Notes (section 7(d) of Annexure B) | Linden issues a director recommendation notice in relation to the conversion of the Linden Convertible Notes, or the Linden Convertible Notes have otherwise converted into Linden Shares, converted into Brightstar Shares, been cancelled or been acquired by Brightstar, by the end of the Offer Period. |
| Lord Byron Variation Agreement | The Lord Byron Variation Agreement is executed by the |

| | |
|--|--|
| (section 7(e) of Annexure B) | parties to it, subject only to the Offers becoming or being declared unconditional or subject only to the Minimum Acceptance Condition and Brightstar Shareholder Approval. |
| SBM Tripartite Agreements (section 7(f) of Annexure B) | The SBM Tripartite Agreements being executed by the parties to them and are or become subject only to the Minimum Acceptance Condition and Brightstar Shareholder Approval. |
| JLM Option Cancellation Deeds (section 7(g) of Annexure B) | Each of the JLM Option Cancellation Deeds being executed by the parties to them and is or becomes subject only to the Minimum Acceptance Condition and Brightstar Shareholder Approval. |
| Escrow Agreements (section 7(h) of Annexure B) | Before the end of the Offer Period, each of the Escrowed Shareholders having executed voluntary escrow deeds, pursuant to which they each agree for their Brightstar Shares (and any Brightstar Shares issued on exercise of their Brightstar Options) to be escrowed for 12 months following completion of the Offers, on terms acceptable to Brightstar (in its sole and absolute discretion). |

Accordingly, the Share Offer is free from the above Share Offer Conditions.

4. Purpose

This First Supplementary Bidder's Statement amends the Bidder's Statement as set out in Section 5 to Section 8 (inclusive) below.

5. Section 7.2

The third paragraph in Section 7.2(a) of the Bidder's Statement is deleted and replaced with the following:

In Q1 2024, Brightstar commenced and successfully completed its maiden diamond drilling program at the Cork Tree Well Project. Drillholes are to provide samples for metallurgical testing and geotechnical assessment with 20 holes completed for 2,050m of HQ and PQ drill core. Once results are analysed, the information from these holes will be incorporated into the pre-feasibility study that is currently underway.

6. Section 7.11

Paragraph (a) of Section 7.11 of the Bidder's Statement is amended by deleting the phrase "(being 5.00pm (WST) on the date which is 5 Business Days after the commencement of the Offer Period)" and replacing with "(being 5.00pm (Perth time) on the date which is 21 calendar days after the commencement of the Offer Period or such other date as Brightstar and SBM consider reasonable and necessary)".

As at the date of this First Supplementary Bidder's Statement, Brightstar confirms that SBM has not accepted the Share Offer in respect of 29,957,157 Linden Shares held by SBM (the subject of the Pre-Bid Acceptance Agreement).

7. Section 12.2

Section 12.2 of the Bidder's Statement is amended by inserting the following immediately prior to "12.3 Financial Effect of the Offers":

The consolidated Mineral Resource Estimates for Brightstar's Laverton Gold Project and Menzies Gold Project are as below.

| Location | | Measured | | | Indicated | | | Inferred | | | Total | | |
|---|------------------|----------|--------|-----|-----------|--------|-----|----------|--------|-----|--------|--------|-------|
| | Au Cut-off (g/t) | Kt | g/t Au | Koz | Kt | g/t Au | Koz | Kt | g/t Au | Koz | Kt | g/t Au | Koz |
| Alpha | 0.5 | 623 | 1.6 | 33 | 374 | 2.1 | 25 | 455 | 3.3 | 48 | 1,452 | 2.3 | 106 |
| Beta | 0.5 | 345 | 1.7 | 19 | 576 | 1.6 | 29 | 961 | 1.7 | 54 | 1,882 | 1.7 | 102 |
| Cork Tree Well | 0.5 | - | - | - | 3,036 | 1.6 | 157 | 3,501 | 1.3 | 146 | 6,357 | 1.4 | 303 |
| Total – Laverton | 0 | 968 | 1.6 | 52 | 3,986 | 1.6 | 211 | 4,917 | 1.6 | 248 | 9,691 | 1.6 | 511 |
| Lady Shenton System (Pericles, Lady Shenton, Stirling) | 0.5 | - | - | - | 2,770 | 1.3 | 119 | 4,200 | 1.3 | 171 | 6,970 | 1.2 | 287 |
| Yunnadaga | 0.5 | - | - | - | 1,270 | 1.3 | 53 | 2,050 | 1.4 | 90 | 3,310 | 1.3 | 144 |
| Yunnadaga (UG) | 2.0 | - | - | - | - | - | - | 110 | 3.3 | 12 | 110 | 3.3 | 12 |
| Aspacia | 0.5 | - | - | - | 137 | 1.7 | 7 | 1,238 | 1.6 | 62 | 1,375 | 1.6 | 70 |
| Lady Harriet System (Warrior, Lady Harriet, Bellenger) | 0.5 | - | - | - | 520 | 1.3 | 22 | 590 | 1.1 | 21 | 1,110 | 1.2 | 43 |
| Link Zone | 0.5 | - | - | - | 145 | 1.2 | 6 | 470 | 1.0 | 16 | 615 | 1.1 | 21 |
| Selkirk | 0.5 | - | - | - | 30 | 6.3 | 6 | 140 | 1.2 | 5 | 170 | 2.1 | 12 |
| Lady Irene | 0.5 | - | - | - | - | - | - | 100 | 1.7 | 6 | 100 | 1.7 | 6 |
| Total – Menzies | 0 | - | - | - | 4,872 | 1.4 | 214 | 8,898 | 1.3 | 383 | 13,760 | 1.3 | 595 |
| Total – BTR | | 968 | 1.7 | 52 | 8,858 | 1.5 | 425 | 13,715 | 1.4 | 625 | 23,351 | 1.5 | 1,106 |

Notes:

1. Rounding discrepancies may occur.
2. The above table contains reference to Mineral Resource Estimates reported in accordance with JORC 2012, extracted from the Brightstar ASX announcements titled "Maiden Link Zone Mineral Resource" dated 15 November 2023 and "Cork Tree Well Resource Upgrade Delivers 1Moz Group MRE" dated 23 June 2023, and "Aspacia deposit records maiden Mineral Resource at the Menzies Gold Project" dated 17 April 2024. Brightstar confirms it is not aware of any new information or data that materially affects the information included in these ASX announcements, and that all material assumptions and technical parameters underpinning the estimates in the announcements continue to apply and have not materially changed.

The consolidated Mineral Resource Estimates for Linden's Jasper Hills Project and Second Fortune Gold Project are as below.

| Location | | Measured | | | Indicated | | | Inferred | | | Total | | |
|-----------------------|------------------|----------|--------|-----|-----------|--------|-----|----------|--------|-----|-------|--------|-----|
| | Au Cut-off (g/t) | Kt | g/t Au | Koz | Kt | g/t Au | Koz | Kt | g/t Au | Koz | Kt | g/t Au | Koz |
| Lord Byron | 0.5 | 453 | 1.8 | 26 | 1,141 | 1.6 | 58 | 2,929 | 1.7 | 160 | 4,523 | 1.7 | 244 |
| Fish | 0.6 | 26 | 7.7 | 6 | 149 | 5.8 | 28 | 51 | 4.3 | 7 | 226 | 5.7 | 41 |
| Gilt Key | 0.5 | - | - | - | 15 | 2.2 | 1 | 153 | 1.3 | 6 | 168 | 1.3 | 8 |
| Jasper Hills Subtotal | | 479 | 2.1 | 33 | 1,305 | 2.1 | 87 | 3,133 | 1.7 | 173 | 4,917 | 1.8 | 293 |
| Second Fortune | 2.5 | 17 | 16.9 | 9 | 78 | 8.2 | 21 | 71 | 12.3 | 28 | 165 | 10.9 | 58 |
| Total | | 496 | 2.6 | 42 | 1,384 | 2.4 | 108 | 3,204 | 2.0 | 201 | 5,082 | 2.1 | 351 |

Notes:

1. Rounding discrepancies may occur.
2. The above table contains reference to Mineral Resource Estimates reported in accordance with JORC 2012, extracted from the Brightstar ASX announcement titled "Compelling Scoping Study for Jasper Hills Gold Project" dated 25 March 2024. Brightstar confirms it is not aware of any new information or data that materially affects the information included in this ASX announcement, and that all material assumptions and technical parameters underpinning the estimates in the announcement continue to apply and have not materially changed.

When aggregated, the consolidated Mineral Resource Estimates for Brightstar's Laverton Gold Project and Menzies Gold Project and for Linden's Jasper Hills Project and Second Fortune Gold Project are 28Mt @ 1.6g/t for 1.45Moz Au.

8. Section 12.6(i) and Section 12.6(j)

Section 12.6(i) and Section 12.6(j) of the Bidder's Statement are amended by deleting references to "JORC 2012-compliant Mineral Resource Estimate" and replacing them with "Mineral Resource Estimates reported in accordance with JORC 2012".

9. Consents

The Company confirms that as at the date of this First Supplementary Bidder's Statement, each of the parties that have been named as having consented to being named in the Bidder's Statement have not withdrawn that consent.

10. Further information

Linden Shareholders and Linden Optionholders who have any queries in relation to the Offers should consult their independent professional adviser or contact the Brightstar Offer Information Line on 1300 124 934 (within Australia) or +61 2 8072 1449 (outside Australia), between 8:30am and 5:00pm (Sydney time), Monday to Friday.

11. Approval of First Supplementary Bidder's Statement

This First Supplementary Bidder's Statement has been approved by resolution of directors of Brightstar Resources Limited. Signed for and on behalf of Brightstar Resources Limited by:



Signature _____

Name Gregory Bittar

Dated 10 May 2024