

FACSIMILE MESSAGE

TO: ASX Market Announcement Office
COMPANY: ASX Limited
FACSIMILE NO: 1300 135 638
DATE: 17 November 2017
SUBJECT: Eastern Field Developments Limited –Off Market Takeover Offer to acquire all the ordinary shares in Finders Resources Limited (FND)

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We act for Eastern Field Developments Limited.

Eastern Field today lodged a Supplementary Bidder's Statement in respect of the Offer with the Australian Securities and Investment Commission. The Supplementary Bidder's Statement was also served on Finders Resources Limited today.

In accordance with section 647(3)(b) of the Corporations Act 2001 (Cth), we enclose a copy of the Supplementary Bidder's Statement dated 17 November 2017 setting out amendments to the original Bidder's Statement dated 23 October 2017.

Yours faithfully



Iffla Wade

Supplementary Bidder's Statement

1. Introduction

This is a Supplementary Bidder's Statement under section 643 of the Corporations Act 2001 (Cth).

This Supplementary Bidder's Statement supplements, and should be read together with, the Bidder's Statement dated 23 October 2017 given by Eastern Field Developments Limited BVI Co No 1955552 (**Eastern Field**) to Finders Resources Limited ACN 108 547 413 (**Finders**) and lodged with the Australian Securities and Investments Commission (ASIC) on 23 October 2017 (**Original Bidder's Statement**).

2. Amendments to Original Bidder's Statement

The Original Bidder's Statement is amended as follows.

2.1 References to date of this Bidder's Statement

Changing all references to "date of this Bidder's Statement" other than in 8.10 Status of Conditions, to "date of the Original Bidder's Statement".

2.2 Page 2 - Important Notices

Replacement of all of the first paragraph, the second paragraph and the third paragraph, under the heading "Important Notices" with the following:

"This document is a Replacement Bidder's Statement given by Eastern Field Developments Limited BVI Co No 1955552 (**Eastern Field**) under part 6.5 of the Corporations Act as amended by ASIC Class Order [CO 13/528] and sets out certain disclosures required by the Corporations Act together with the terms of the Offer to acquire your shares in Finders Resources Limited ACN 108 547 413 (**Finders**).

This Replacement Bidder's Statement is dated 17 November 2017 and replaces the Bidder's Statement dated 23 October 2017. It includes an Offer dated 20 November 2017 on the Offer Terms set out in Schedule 1.

Reference to the Bidder's Statement in this document are to the Replacement Bidder's Statement unless otherwise indicated.

A copy of this Bidder's Statement was lodged with ASIC and ASX on 17 November 2017. None of ASIC, ASX nor any of their officers takes any responsibility for the content of this Bidder's Statement."

2.3 Page 3 – Key Dates

Replacing the table under the heading “Key Dates” with the following:

| | |
|--|---|
| Announcement Date | 6 October 2017 |
| Original Bidder’s Statement lodged with Finders, ASIC and ASX | 23 October 2017 |
| Supplementary Bidder’s Statement lodged with Finders, ASIC and ASX | 17 November 2017 |
| Replacement Bidder’s Statement lodged with Finders, ASIC and ASX | 17 November 2017 |
| Date of Offer and date Offer opens | 20 November 2017 |
| Close of Offer Period (unless extended or withdrawn) | 7.00pm (Perth time) on 20 December 2017 |

2.4 Page 3 – Holder of unlisted shares

Prior to the heading “Acceptance Form” inserting the following:

“Holder of unlisted shares

If Your Finders Shares are unlisted Finders Shares, to accept this Offer you must complete and sign the Acceptance Form enclosed with this Bidder’s Statement and return it to the address indicated on the form before the Offer closes.”

2.5 Pages 4 and 5 - Director’s Letter

Replacing “23 October 2017” with “17 November 2017”.

Replacing “[# insert]” with “20 December 2017”.

2.6 Page 7 – Eastern Field’s Offer represents attractive value

In the first paragraph, replacing “a range of relevant” with “the following”.

Inserting the following paragraphs after the second paragraph:

“The closing price for Finders Shares on 5 October 2017 (being the trading day immediately prior to the announcement of Eastern Field’s intention to make an Offer on 6 October 2017) was \$0.23 per Share.

The closing price for Finders Shares on 14 November 2017 (being the trading day immediately prior to the date of printing of this Replacement Bidder’s Statement on 15 November 2017) was \$0.24 per Share.”

2.7 Page 11 - How long is the Offer open for?

Replacing the words in the answer to the question “How long is the Offer open for?” with the following:

“The Offer opens on 20 November 2017 and is scheduled to close at 7.00pm (Perth time) on 20 December 2017 (unless extended).”

2.8 Pages 17 and 18 - Finders’ Securities and Capital Structure

In the paragraphs under the heading “Finders’ Securities and Capital Structure”:

Changing “11,100,000 Unlisted Employee Shares” to “10,500,000 Unlisted Employee Shares”.

Replacing the words in footnote 36 with the following:

“See Finders announcement “Appendix 3B - release from escrow” released to ASX 19 October 2017, “Quarterly Cash Flow Report June 2017” released to ASX 31 July 2017 and “Final Share Buy-back Notice” released to ASX 28 April 2017”.

2.9 Page 18 - Unlisted Employee Shares

In the paragraph under the heading “Unlisted Employee Shares”:

Deleting the second paragraph and replacing it with the following:

“The details of the Shares issued under the ESOP are³⁹ 10,500,000 vested and unvested Director’s incentive Shares issued at prices from \$0.2008 to \$0.3008 funded by loans from the Company and subject to performance and time base vesting conditions.”

Adding the following at the end of footnote 39:

“and “Appendix 3B - release from escrow” released to ASX 19 October 2017”.

2.10 Pages 28 and 29 – Definitions and interpretation

Amending the definition of “Bidder’s Statement” to the following:

“means this document, being the statement of Eastern Field under part 6.5 division 2 of the Corporations Act (as amended by ASIC Class Order [CO 13/528]) relating to the Offer.”

Amending the definition of “Offer Period” to the following:

“means the period during which the Offer will remain open for acceptance in accordance with the Offer Terms commencing on 20 November 2017 and ending at 7.00pm (Perth time) on 20 December 2017, or any later date to which the Offer is extended.”

2.11 Page 34 - Approval of Bidder’s Statement

Replacement of paragraph under the heading “Approval of Bidder’s Statement” with the following:

“The copy of the Original Bidder’s Statement lodged with ASIC on 23 October 2017 was approved by a unanimous resolution passed by the directors of Eastern Field on 23 October 2017.

The copy of this Replacement Bidder's Statement that is to be lodged with ASIC has been approved by a unanimous resolution passed by the directors of Eastern Field on 17 November 2017."

2.12 Schedule 1

Amending paragraph 1.6 to provide as follows:

"This Offer is dated 20 November 2017."

Amending item 3.1 to provide as follows:

"The Offer will remain open for acceptance during the period commencing on 20 November 2017, and ending at 7.00pm (Perth time) on 20 December 2017, unless it is withdrawn or extended under the Corporations Act."

Amending item 3.2 to provide as follows:

"Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer (being 20 November 2017) and ending at 7.00pm (Perth time) on the later of:

- (a) 20 December 2017; or
- (b) any date to which the Offer Period is extended."

Amending item 4.2 to provide as follows:

"Shares held in your name on Finders' issuer sponsored sub register (your SRN starts with an "I") or which are unlisted Finders Shares

To accept this Offer for Finders Shares held in your name on Finders' issuer sponsored sub-register (in which case your SRN will commence with "I") or which are unlisted Finders Shares, you must:

- (a) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
- (b) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period, at the address shown on the Acceptance Form."

2.13 Acceptance Forms

Replacing the Acceptance Forms with the Acceptance Forms at the end of this Supplementary Bidder's Statement.

3. Other

3.1 Lodgement with ASIC

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 17 November 2017.

This Supplementary Bidder's Statement will prevail to the extent on any inconsistency with the Original Bidder's Statement. Neither ASIC nor any of its officers take any responsibility for the contents of this Supplementary Bidder's Statement.

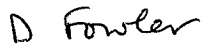
3.2 Defined terms

Words and phrases defined in the Original Bidder's Statement have the same meaning in this Supplementary Bidder's Statement unless the context requires otherwise.

3.3 Authorisation

This Supplementary Bidder's Statement has been approved by a resolution passed by the directors of Eastern Field Developments Limited BVI Co No 1955552.

Dated 17 November 2017



David Fowler
Director
For and on behalf of Eastern Field Developments Limited

Finders Resources Limited

ACN 108 547 413

Return your Form:



To Your Controlling Participant:
Return this form directly to your stockbroker



By Mail:
Automic
PO Box 2226
Strawberry Hills NSW 2012



For all enquiries:
Phone:
(within Australia) 1300 288 664
(outside Australia) +61 2 9698 5414

TRANSFER AND ACCEPTANCE FORM – CHESS Holders

 **This Acceptance Form must be received with sufficient time to allow processing prior to the end of the Offer Period.**

This form and the Bidder's Statement are important documents that require your immediate attention. This form relates to an offer (**Offer**) by Eastern Field Developments Ltd (**Eastern Field**) to acquire all of your Ordinary Shares in Finders Resources Ltd (**Finders**) (ACN 108 547 413) the terms of which are set out in the Replacement Bidder's Statement from Eastern Field dated 17 November 2017 as replaced or supplemented (the **Bidder's Statement**). Capitalised terms used in this form have the same meaning as in the Bidder's Statement, unless otherwise defined.

If you are in doubt about how to deal with this Offer, please contact your financial or other professional advisor.

Note this form can only be used in relation to the securityholding represented by the details printed above and overleaf.

Step 1: Registration Name & Offer Details

Your consideration will be paid to the name(s) as they appear on the latest copy of the Finders Register, as provided to Eastern Field. The current address recorded on Eastern Field's copy of the Register is printed above and overleaf. If you have recently bought or sold Finders Shares your holding may differ from that shown. If you have already sold all your Finders Shares, do not complete or return this form.

Step 2: Accept the Offer

Only sign and return this form if you wish to accept the Offer for ALL of Your Finders Shares. The consideration applicable is that set out in Schedule 1 to the Bidder's Statement. As your Finders Ordinary Shares are in a CHESS holding, you may contact your Controlling Participant directly (normally your stockbroker) with instructions to accept the Offer. If you do this, your Controlling Participant will provide you with details as to what they require in order to accept the Offer on your behalf. If you want Eastern Field to contact your Controlling Participant on your behalf, sign and return this form to the address above so that it is received in sufficient time to allow your instruction to be acted upon by the close of the Offer Period. This will authorise Eastern Field and Automic to request your Controlling Participant to initiate acceptance of the Offer on your behalf. By signing this form, you represent and warrant to Eastern Field that, both at the time of returning this acceptance form and at the time the transfer to Eastern Field of the Ordinary Shares to which this form relates is registered, all of those shares are and will upon registration be fully paid up and free from all mortgages, charges, liens and other encumbrances of any kind and restrictions on

transfer of any kind, and that you have full power and capacity to sell and transfer the legal and beneficial ownership in those shares and that you have paid all amounts which at the time of acceptance have fallen due for payment in respect of those shares.

You should allow sufficient time for your Controlling Participant or Eastern Field to initiate the acceptance of Eastern Field's Offer on your behalf. Neither Eastern Field nor Automic will be responsible for any delays incurred by the process of requesting your Controlling Participant to accept the Offer.

IMPORTANT! Acceptance Forms cannot be returned by fax or hand delivery. Your Acceptance Form must be returned in the reply paid envelope enclosed with the Bidder's Statement.

Due to recent changes to delivery times by Australia Post, standard delivery may now take up to six Business Days, or longer from regional areas. Finders Shareholders should bear this in mind when returning Acceptance Forms using Australia Post.

Step 3: Signing Instructions

Individual: Where the holding is in one name, the securityholder must sign.

Joint Holding: Where the holding is in more than one name, all of the securityholders must sign.

Power of Attorney: Where signing under a Power of Attorney (POA), you must attach an original certified copy of the POA to this form.

Companies: Where the holding is in the name of a company, this form must be signed in accordance with the Corporations Act, either as:

- a sole director and a company secretary **OR** a sole director (if no company secretary exists), **OR**
- two directors, **OR**
- a director and a company secretary.

Overseas Companies: Where the holding is in the name of an overseas company (companies incorporated outside Australia) the form must be signed as above, or documentation must be provided showing that the company can sign in an alternate manner.

Deceased Estate: All executors must sign and a certified copy of Probate or Letters of Administration must accompany this form.

Entering contact details is not compulsory, but will assist us if we need to contact you.

Turn over to complete the form

Offer Acceptance Form

STEP 1 Registration Name & Offer Details

Registration Name:

For your security keep your SRN/ HIN confidential.

Controlling Participant Identifier: [**]

Offer Details: Securityholding as at 7pm Perth time on 24 October 2017
100% of your holding in Finders:

By accepting the Offer, you are accepting the Offer for ALL Your Finders Shares as recorded by Finders as being held by you at the date your acceptance is processed (even if different to the number stated above).

STEP 2 Accept the Offer

If you correctly sign and return this form you will be deemed to have accepted the Offer for ALL of Your Finders Shares on the terms and conditions of the Offer as set out in the Bidder's Statement. The consideration applicable is that set out in Schedule 1 to the Bidder's Statement.

STEP 3 Signatory of Securityholder(s) *This section must be completed*

I/We accept the Offer made by Eastern Field for all of my/our Ordinary Shares in Finders and I/we agree to be bound by the terms and conditions of the Offer and transfer ALL of my/our Ordinary Shares as per the above instruction.

Individual or Securityholder 1

Sole Director and Sole Company Secretary/ Sole Director

Securityholder 2

Director

Securityholder 3

Director/Company Secretary

Contact
Name

Contact
Daytime
Telephone

Date / /

Your acceptance must be received with sufficient time to allow processing prior to the end of the Offer Period, which is 7.00pm (Perth time) on the last day of the Offer Period, being 20 December 2017 (unless extended by Eastern Field).

If you have any queries about the terms of the offer or how to accept, please call the Eastern Field Offer Information Line (Monday to Friday, between 9.00am and 5.00pm (Perth time)) on 1300 079 762 (within Australia) and +61 8 6314 6314 (outside Australia).

Privacy Notice

Automic Pty Ltd (ACN 152 260 814) trading as Automic advises that Chapter 2C of the Corporation Act 2001 requires information about you as a securityholder (including your name, address and details of the securities you hold) to be included in the public register of the entity in which you hold securities. Primarily, your personal information is used in order to provide a service to you. We may also disclose the information that is related to the primary purpose and it is reasonable for you to expect the information to be disclosed. You have a right to access your personal information, subject to certain exceptions allowed by law and we ask that you provide your request for access in writing (for security reasons). Our privacy policy is available on our website – www.automic.com.au

Finders Resources Limited

ACN 108 547 413

Return your Form:

✉ **By Mail:**
Automatic
PO Box 2226
Strawberry Hills NSW 2012

☎ **For all enquiries:**
Phone:
(within Australia) 1300 288 664
(outside Australia) +61 2 9698 5414

TRANSFER AND ACCEPTANCE FORM – Issuer Sponsored Holders

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Step 2: Accept the Offer

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By signing this form, you represent and warrant to Eastern Field that, both at the time of returning this acceptance form and at the time the transfer to Eastern Field of the Ordinary Shares to which this form relates is registered, all of those shares are and will upon registration be fully paid up and free from all mortgages, charges, liens and other encumbrances of any kind and restrictions on

transfer of any kind, and that you have full power and capacity to sell and transfer the legal and beneficial ownership in those shares and that you have paid all amounts which at the time of acceptance have fallen due for payment in respect of those shares.

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Individual or Securityholder 1

Sole Director and Sole Company Secretary/ Sole Director (cross out titles as applicable)

Securityholder 2

Director

Securityholder 3

Director/Company Secretary (cross out titles as applicable)

Contact
Name

Contact
Daytime
Telephone

Date / /

Your acceptance must be received by no later than the end of the Offer Period, which is 7.00pm (Perth time) on the last day of the Offer Period, being 20 December 2017 (unless extended by Eastern Field).

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