

MinterEllison

13 August 2020

BY ELECTRONIC LODGEMENT: asxonline@asx.com.au

ASX Market Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

Dear Sir/Madam

Off-market takeover bid by Aurenne Ularring Pty Ltd ACN 640 687 618 (Aurenne) to acquire all the ordinary shares in Alt Resources Limited ACN 168 928 416 – First Supplementary Bidder's Statement

On behalf of Aurenne Ularring Pty Ltd ACN 640 687 618 (**AUPL**) and in accordance with sections 643, 645 and 647(3)(b) of the *Corporations Act 2001* (Cth) (**Act**), we enclose for lodgement the First Supplementary Bidder's Statement (**First Supplementary Bidder's Statement**) dated 13 August 2020 in relation to its off-market takeover bid for all the ordinary shares in Alt Resources Limited ACN 168 928 416 (**Alt Resources**).

The First Supplementary Bidder's Statement incorporates the following notices from Aurenne:

1. Notice to extend the offer period under Aurenne's off-market takeover offers for all the ordinary shares in Alt Resources Limited ACN 168 928 416 pursuant to section 650D(1) of the Act dated 13 August 2020, which has been lodged with ASIC. The offer period will now close at 7.00pm (Sydney time) on 28 August 2020.
2. Notice of the new date for giving notice of the status of conditions and that the offers remain conditional pursuant to section 630(2) of the Act dated 13 August 2020, in accordance with section 630(5)(a) of the Act.

It incorporates all the substantive information in and is to be read together with the AUPL bidder's statement dated 15 June 2020 – varied by extension of the offer period dated 30 July 2020 (**Bidder's Statement**).

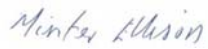
Terms defined in the Bidder's Statement have the same meaning in this First Supplementary Bidder's Statement.

This First Supplementary Bidder's Statement has been approved by a resolution passed by the Directors. All Directors voted in favour of that resolution.

Level 40 Governor Macquarie Tower 1 Farrer Place Sydney
GPO Box 521 Sydney NSW 2001 Australia DX 117 Sydney
T +61 2 9921 8888 F +61 2 9921 8123 minterellison.com

This First Supplementary Bidder's Statement was lodged with Alt Resources and ASIC on 13 August 2020

Yours faithfully
MinterEllison



Ron Forster
Partner

Contact: Suzie Losanno T: +61 2 9921 4872
Suzie.Losanno@minterellison.com
Partner: Ron Forster T: +61 2 9921 4293
OUR REF: 1298153
enclosure

Level 40 Governor Macquarie Tower 1 Farrer Place Sydney
GPO Box 521 Sydney NSW 2001 Australia DX 117 Sydney
T +61 2 9921 8888 F +61 2 9921 8123 minterellison.com

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

In relation to the Offer by

AURENNE ULARRING PTY LTD

(a wholly owned subsidiary of Aurenne Group Holdings Pty Ltd)

to acquire all fully paid ordinary shares in

ALT RESOURCES LIMITED

ACCEPT

**THE CASH OFFER TO ACQUIRE ALL YOUR
FULLY PAID ORDINARY SHARES IN
ALT RESOURCES LIMITED**

**FOR \$0.0505 CASH FOR EACH FULLY PAID
ORDINARY SHARE**

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

You should read this document in its entirety. If you are in any doubt as to how to deal with it, you should consult your legal, financial or other professional adviser as soon as possible. If you have any queries about the Offer, you may also call the AUPL Offer Information Line on 1300 737 760 (within Australia) or +61 2 9290 9600 (from outside Australia) between 8.30am and 5.00pm (Sydney time) Monday to Friday.

FIRST SUPPLEMENTARY BIDDER'S STATEMENT

1. Introduction

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

It is the first supplementary Bidder's Statement (**First Supplementary Bidder's Statement**) issued by Aurene Ularring Pty Ltd ACN 640 687 618 (**AUPL**) in relation to its off-market takeover bid for all the ordinary shares in Alt Resources Limited ABN 57 168 928 416 (**Alt Resources**).

This First Supplementary Bidder's Statement supplements, and should be read together with, AUPL's Bidder's Statement lodged with ASX, Alt Resources Limited ACN 168 928 416 (**Alt Resources**) and ASIC on and dated 15 June 2020 (**Bidder's Statement**), as varied by a notice of variation – extension of offer period dated 30 July 2020. This document will prevail in the event of any inconsistency with the Bidder's Statement, as varied by a notice of variation – extension of offer period dated 30 July 2020.

A copy of this First Supplementary Bidder's Statement was lodged with ASIC on and is dated 13 August 2020. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

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

This First Supplementary Bidder's Statement has been approved by a resolution of the directors of Aurene Ularring Pty Ltd.

2. Best and final Offer Price and other changes to AUPL's Offer

AUPL has announced today that its off-market takeover offer of \$0.0505 cash for each Alt Resources Share is AUPL's best and final Offer Price and confirms AUPL will **NOT** increase the Offer Price.

AUPL has further announced, among other matters, it will declare the Offer free from all Conditions on 20 August 2020 if on or before 19 August 2020, AUPL receives sufficient acceptances so the 90% minimum acceptance condition (being condition (a) in Appendix 2 of the Bidder's Statement) is satisfied¹.

A copy of AUPL's announcement today is attached in Annexure A to this First Supplementary Bidder's Statement.

¹ AUPL reserves the right to take such action it considers appropriate if the 90% minimum acceptance condition (condition (a) in Appendix 2 of the Bidder's Statement) is not satisfied on or before 19 August 2020 including not declaring the Offer free of any Conditions or alternatively freeing the Offer of some or all of the Conditions at a later time.

3. Offer extension

AUPL has extended the Offer Period so the Offer is now scheduled to close at **7.00pm (Sydney time) on 28 August 2020** (unless extended or withdrawn in accordance with the Corporations Act).

The date for giving notice of the status of the Conditions required by section 630(1) of the Corporations Act is extended as a result to 20 August 2020. This is subject to any further variation in accordance with section 630(2)(b) of the Corporations Act in the event that the Offer Period is further extended.

The formal notice of variation of the Offer as required under section 650D of the Corporations Act is attached in Annexure B to this First Supplementary Bidder's Statement.

The notice of new date for giving notice of the status of Conditions under section 630(2)(b) of the Corporations Act is attached in Annexure C to this First Supplementary Bidder's Statement.

4. How to accept the Offer

You are encouraged to accept the Offer by following the instructions set out in Section 3 of Appendix 1 to AUPL's Bidder's Statement and the Acceptance Form accompanying the Bidder's Statement.

5. Further Information

If you require any further information or assistance in relation to the Offer, you may call the AUPL Offer Information Line or email Boardroom Pty Limited as follows:

For callers within Australia 1300 737 760

For callers outside Australia +61 2 9290 9600

Email: corporateactions@boardroomlimited.com.au
(use subject line ref: Alt Offer)

DATED 13 August 2020

SIGNED for and on behalf of the Aurenne Ularring Pty Ltd by:



Carl Rose
Director

ANNEXURE A

AUPL ANNOUNCEMENT OF 13 AUGUST 2020

AURENNE ULARRING PTY LIMITED (AUPL)

ACN 640 687 618

AUPL ANNOUNCES ITS OFFER PRICE OF \$0.0505 IS FINAL, AND CHANGES TO THE TERMS OF ITS OFFER FOR ALT RESOURCES LTD ACN 168 928 416 (ASX:ARS)

HIGHLIGHTS

- AUPL will declare its Offer free of all conditions on 20 August 2020 if on or before 19 August 2020 AUPL receives sufficient acceptances so the 90% minimum acceptance condition is satisfied ¹.
- AUPL gives notice that its Offer Price of \$0.0505 is its best and final offer price and confirms to remaining shareholders who have not yet accepted the Offer that it will **NOT** be increasing the price offered for the shares.
- If AUPL declares the Offer unconditional, and depending on AUPL's final level of ownership (and other factors), AUPL intends to seek to procure the delisting and removal of ASX quotation of ARS Resources Shares as soon as this is possible from the ASX;
- The Independent Technical Valuation Report (attached to the Independent Expert's Report) and included in the Target's Statement sent to Alt Resources shareholders on 16 July 2020, has a preferred valuation of the tenements held by Alt Resources at \$24 million vs an Offer Consideration from AUPL, if it becomes unconditional, of \$36 million (including options).
- AUPL highlights that Alt Resources urgently requires significant funding to meet the final option payment due on the Bottle Creek acquisition by November 2020 and currently does not have sufficient funds to meet this payment;
- AUPL also highlights that Alt Resources requires significant funding to support its developments plan. The feasibility study released to the market on 10 July 2020 identifies the need for Alt Resources to raise a minimum of \$70 million (AUPL currently estimates that up to \$100 million is now required) for the company to put assets into mining production. Should AUPL obtain control of the company, it will require the Board to immediately address this funding need from shareholders. Shareholders who chose not to participate in future funding will face dilution;
- AUPL draws attention to the Convertible Note issued to AUPL on 7 May 2020, which is, subject to compliance with the Corporation Act, convertible into 122,643,200 ordinary shares in Alt Resources. AUPL confirms its intention to

¹ AUPL reserves the right to take such action as it considers appropriate if the 90% minimum acceptance condition is not satisfied on or before 19 August 2020 including not declaring the Offer free of any conditions or alternatively freeing the Offer of some or all of the conditions at a later time.

convert the Note, into equity (subject to compliance with the Corporations Act) to alleviate the cash funding need of the company, further diluting remaining shareholders interests;

- AUPL is therefore today extending its Offer by one week so the Offer will now close on 28 August 2020 with the new date for giving notice of the status of the bid conditions being 20 August 2020.

AUPL urges remaining shareholders to accept the Offer and extends the date for acceptance by 1 week to the 28 August 2020.

OVERVIEW

Aurenne Ularring Pty Ltd (AUPL) announces that it will remove all conditions for its recommended bid for Alt Resources Ltd (ASX:ARS) on 20 August 2020 if it receives sufficient acceptances by 19 August 2020 to satisfy the 90% minimum acceptance condition. AUPL currently holds acceptance for 67.86% of Alt Resources ordinary shares. AUPL further announces that it has extended the deadline to accept the offer to all remaining shareholders by one week.

AUPL encourages all remaining shareholders to accept the recommended offer before the deadline expires.

The Alt Resources Board has unanimously recommended the Offer and encouraged shareholders to accept without delay, in the absence of a superior proposal. AUPL believes it is unlikely that a superior offer will eventuate and reiterates its intention to convert the Note into ordinary shares of Alt Resources to preserve cash.

AUPL INTENTIONS

The Board of AUPL advises that if shareholders do not accept the offer and AUPL declares the offer unconditional, but does not reach the compulsory acquisition threshold, they will remain a minority interest in Alt Resources. AUPL intends to apply to delist Alt Resources from the ASX as soon as it is able to do so. When that event occurs there will be a substantial reduction in the liquidity of the shares.

AUPL reminds shareholders that Alt Resources faces an urgent requirement to secure funds that must be addressed by shareholders, further increasing the risk of dilution to shareholders who chose not to participate in these significant funding requirements.

Full information on AUPL's intentions are set out in Section 5 of the Bidders Statement.

EXTENSION OF OFFER PERIOD

AUPL is today also extending the closing date for the Offer.

The extended closing date will now be 7pm (Sydney time) on Friday 28th August 2020 to give Alt Resources shareholders who have yet to accept the Offer a further opportunity to do so.²

Remaining shareholders who have not yet accepted the Offer and wish to do so, are encouraged to act quickly.

ACCEPTANCE FORMS

Acceptance forms have been provided to shareholders. Shareholders who hold Alt Resources shares through CHESS can instruct their broker to accept the Offer on their behalf.

If you have any queries in relation to the Offer, please do not hesitate to contact the Alt Resources Offer information line on 1300 737 760 (within Australia) or +61 2 9290 9600 (from outside Australia) between 8.30am to 5.00pm (Sydney time) Monday to Friday.

This ASX announcement was authorised for release by the Board of Directors of AUPL.

Dated: 13 August 2020

² Subject to further extension of the Offer Period by AUPL.

ANNEXURE B

NOTICE UNDER SECTION 650D OF THE CORPORATIONS ACT

AURENNE ULARRING PTY LTD
ACN 640 687 618

Corporations Act 2001 (Cth)

Sections 650C and 650D

NOTICE OF VARIATION – EXTENSION OF OFFER PERIOD

To: Australian Securities and Investments Commission (**ASIC**)
Alt Resources Limited ACN 168 928 416 (**Alt Resources**)
ASX Limited ACN 168 928 416
Each person referred to in sections 650D(1)(c) and 650D(2) of the *Corporations Act 2001 (Cth)* (as modified by ASIC Class Order [13/521])

Aurenne Ularring Pty Ltd ACN 640 687 618 (**AUPL**) gives notice under section 650D of the *Corporations Act 2001 (Cth)* that its takeover offers under its off-market takeover bid for all the fully paid ordinary shares in Alt Resources (**Offer**) contained in its bidder's statement dated 15 June 2020, as varied by a notice of variation – extension of offer period dated 30 July 2020, (**Bidder's Statement**) are varied by:

1. extending the period during which the Offer will remain open so that the Offer will now close at 7.00pm (Sydney time) on 28 August 2020 (unless further extended); and
2. varying the Offer by substituting the date "28 August 2020" for the date "21 August 2020" in all places in the Bidder's Statement where the date "21 August 2020" appears as the closing date of the Offer;

A copy of this notice was lodged with ASIC on 13 August 2020. ASIC takes no responsibility for the contents of this notice.

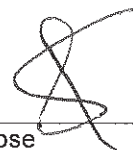
This notice has been approved by a resolution of the directors of AUPL.

Dated: 13 August 2020

Signed for and on behalf of
Aurenne Ularring Pty Ltd by:



Ravindran Underwood
Director (Authorised signatory)



Carl Rose
Director (Authorised signatory)

ANNEXURE C

NOTICE UNDER SECTION 630(2)(b) OF THE CORPORATIONS ACT

AURENNE ULARRING PTY LTD
ACN 640 687 618

Corporations Act 2001 (Cth)

Section 630(2)(b)

NOTICE OF NEW DATE FOR GIVING NOTICE OF STATUS OF CONDITIONS UNDER SECTION 630(2)(b) OF THE CORPORATIONS ACT

To: Alt Resources Limited ACN 168 928 416 (**Alt Resources**)
ASX Limited ACN 168 928 416

Aurenne Ularring Pty Ltd ACN 640 687 618 (**AUPL**) gives notice that for the purposes of section 630(2)(b) of the *Corporations Act 2001* (Cth) that its takeover offers under its off-market takeover bid for all the fully paid ordinary shares in Alt Resources (**Offers**) contained in its bidder's statement dated 15 June 2020, as varied by notice of variation – extension of offer period dated 30 July 2020, (**Bidder's Statement**) are varied such that the new date for giving the notice of the status of the defeating conditions is 20 August 2020.

At the date of this notice, none of the defeating conditions to the Offers have been freed or, so far as AUPL knows, fulfilled. The Offers remain subject to those defeating conditions.

Dated: 13 August 2020

Signed for and on behalf of
Aurenne Ularring Pty Ltd by:



Carl Rose
Director (Authorised signatory)