

Doray Minerals Ltd

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ABN: 48 138 978 631

19 December 2014

The Manager
Company Announcements Office
ASX Limited

Dear Sir/Madam

**Takeover bid by Doray Minerals Limited for Mutiny Gold Limited –
Second Supplementary Bidder's Statement**

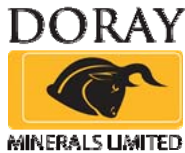
We refer to the off-market takeover offers (**Offers**) by Doray Minerals Limited ACN 138 978 631 (**Doray**) for all of the fully paid ordinary shares and listed options in Mutiny Gold Limited ACN 101 224 999 (**Mutiny**).

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), attached is Doray's second supplementary bidder's statement dated 19 December 2014 in relation to the Offers.

Yours sincerely

A handwritten signature in black ink, appearing to read "Iain Garrett", written over a horizontal line.

Iain Garrett
Company Secretary



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Second Supplementary Bidder's Statement

This document is the second supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth) (**Second Supplementary Bidder's Statement**) issued by Doray Minerals Limited ACN 138 978 631 (**Doray**) in relation to its off-market takeover offers for all of the issued ordinary shares and listed options in Mutiny Gold Limited ACN 101 224 999 (**Mutiny**). This Second Supplementary Bidder's Statement supplements, and should be read together with, Doray's bidder's statement dated 17 November 2014 and Doray's first supplementary bidder's statement dated 15 December 2014 (together the **Bidder's Statement**).

Unless the context requires otherwise, terms defined in the Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement. This Second Supplementary Bidder's Statement prevails to the extent of any inconsistency with the Bidder's Statement.

1 Update on production guidance for Andy Well project

A copy of an ASX announcement entitled "67% increase to stage 2 open pit results in increased production guidance for Andy Well" dated 18 December 2014 is attached as Annexure A and forms part of this Second Supplementary Bidder's Statement.

Copies of this and other Doray announcements are available on the ASX website at www.asx.com.au (using the ticker DRM) or on Doray's website at www.dorayminerals.com.au.

2 Other

A copy of this Second Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents. This Second Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of Doray.

Signed for and on behalf of
Doray Minerals Limited
by

A handwritten signature in black ink, appearing to be "AK", written over a horizontal line.

Allan Kelly
Director
Date: 19 December 2014.

Annexure A – Update on production guidance for Andy Well project



67% INCREASE TO STAGE 2 OPEN PIT RESULTS IN INCREASED PRODUCTION GUIDANCE FOR ANDY WELL

- **High-grade Stage 2 open pit mining inventory increased by 67% to 23,500 ounces**
 - **Grade increased to 16.1g/t Au**
- **November gold production of 7,071 ounces with cash operating cost (C1) of A\$573/oz and All-in Sustaining Cost (ASIC) of A\$1,011/oz**
- **Andy Well full year guidance updated with increased production and reduced costs:**
 - **85,000-90,000 ounces**
 - **C1 cash cost A\$600-\$700/oz**
 - **50% of 2015FY production hedged at A\$1,533/oz**

Doray Minerals Limited (ASX: DRM, Doray, the Company) is pleased to provide an update of its production and cost guidance for the 2015 financial year following a significant increase in the size of the high-grade Wilber Stage 2 open pit mining inventory and further excellent operating results for the month of November.

Updated Full Year Production Guidance

As a result of the significant increase in the size of the Stage 2 open pit mining inventory and ongoing improvements in operating results from Andy Well, the Company is pleased to provide an updated estimate of production and cost guidance for the 2015 financial year.

Gold production from Andy Well is now expected to be in the range of 85,000 to 90,000 ounces for the 2015 financial year, (previously 77,000 to 85,000 ounces).

A number of one-off expenses are anticipated in relation to the realignment of the Great Northern Highway, and initial pre-stripping of the stage 2 open pit however, based on the improved results to date, full year cash operating costs expected to be in the range of A\$600-700/oz (previously A\$700-800/oz).

Doray's Managing Director, Mr Allan Kelly, said the results for the first half of the year had so far exceeded expectations.

"Given we were expecting tighter operating margins when compared with either the first year or the second half of this year, we are very pleased to see the results achieved to date.

"The significant increase in the size of the stage 2 open pit, along with the potential to mine previously unbudgeted ounces at Suzie is also further proof of the upside potential of the Andy Well project."



Increased Stage 2 Open Pit Mining Inventory

Following the completion of grade control drilling and compilation of results, the Company is pleased to announce a significant increase to the size of the high-grade stage 2 open pit.

The updated stage 2 open pit mining inventory has increased by 67% to approximately 23,500 ounces @ 16.1g/t Au, compared with that previously quoted in the BFS of approximately 14,000 ounces @ 15.3g/t.

Realignment of a portion of the Great Northern Highway commenced in November with mining of the stage 2 open pit scheduled to commence in January 2015 and be completed by July 2015. In addition, as previously announced, recent drilling results from within the nearby Suzie Zone have indicated the potential for additional high-grade open-pitable material which could be exploited as part of the stage 2 open pit mining exercise.

Given the increase in size of the mining inventory, it is expected processing of ore from the stage 2 open pit will extend from late in the March Quarter into the September Quarter.

Underground mining will continue as planned thereby increasing the inventory available to be processed during the 2015 calendar year.

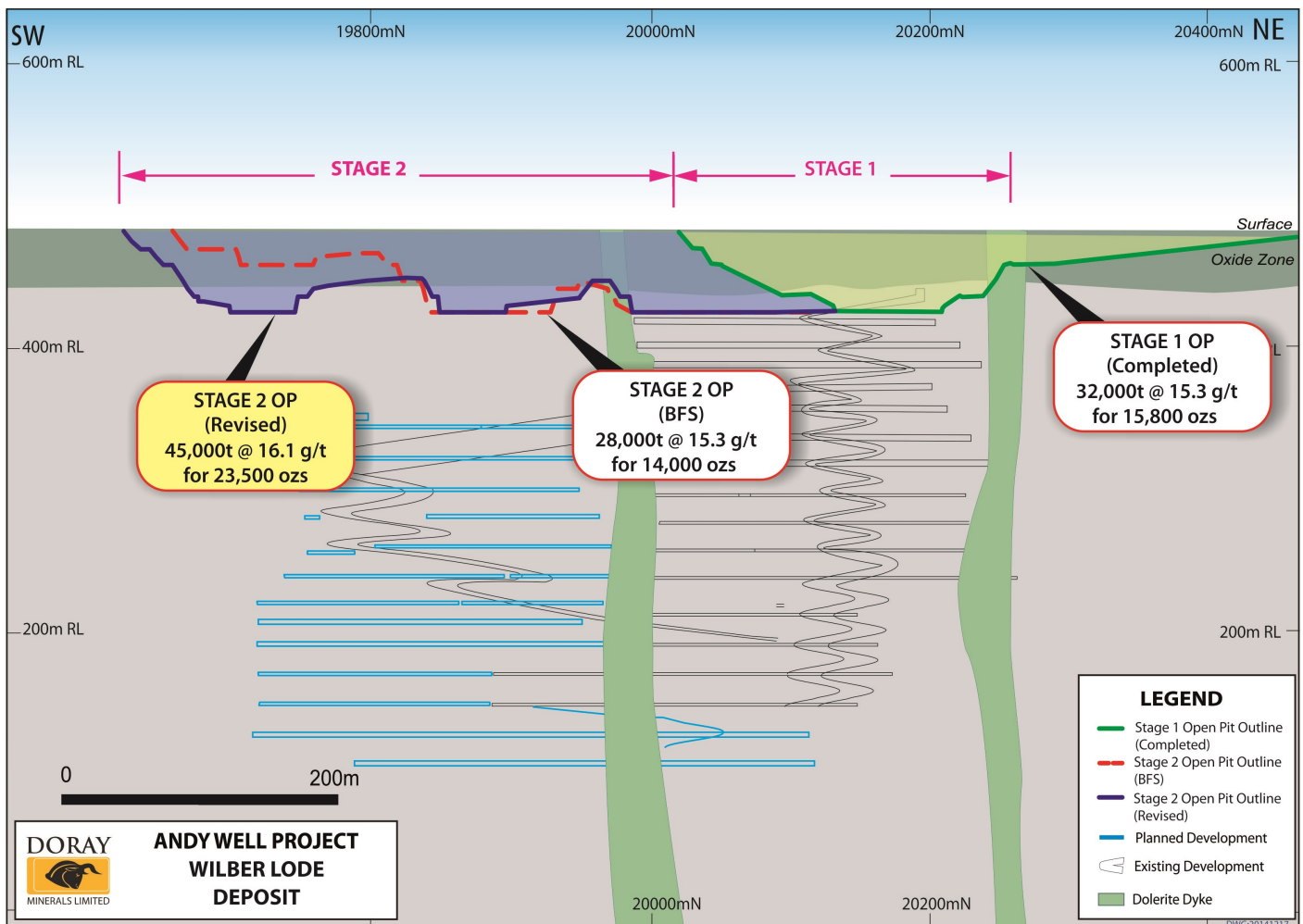


Figure 1. Long Section of Wilber Lode showing increased stage 2 open pit mining inventory.

November Production Update

Optimisation of mining methods has continued at Andy Well with further improvements in head grade and costs for the month of November.

Production exceeded targets during October and November with production for November of 7,071 ounces at a head grade of 9.66g/t Au.

Cash operating costs (C1) were A\$574/oz and All-in Sustaining Costs (AISC) were A\$1,011/oz versus an average gold price received of A\$1,433/oz, resulting in a margin of A\$422/oz.

Figures 2 and 3 show the monthly improvements in head grade, costs and margin for the year to date.

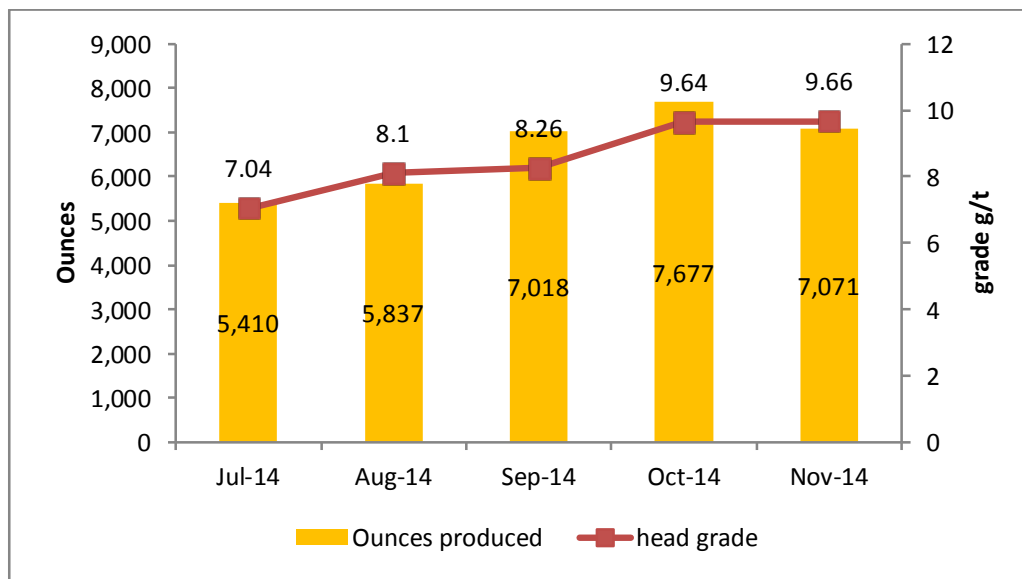


Figure 2. Monthly Production and head grade.

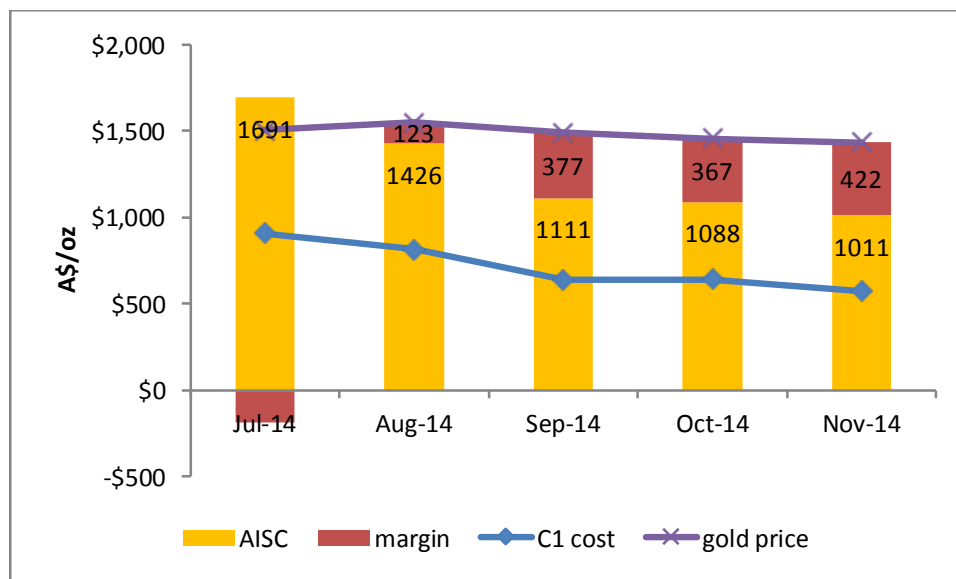


Figure 3. Monthly cash operating (C1) and All-in Sustaining Costs (AISC) versus gold price received.



-ENDS-

For further information, please contact:

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About Doray Minerals Limited

Doray Minerals Limited (ASX: DRM) is a Western Australian high-grade gold producer, developer and explorer. The Company began mining at its Andy Well Gold Project in the northern Murchison region of Western Australia in August 2013 and recently announced a recommended Takeover Offer for ASX-listed Mutiny Gold Ltd.

Doray has a strategic portfolio of gold exploration properties within Western Australia and South Australia and each presents multiple discovery opportunities. The Company's Board and management team has expertise in discovery, development and production.

About the Andy Well Gold Project

Doray's 100%-owned Andy Well Gold Project is located approximately 45km north of Meekatharra, in Western Australia's northern Murchison region. Doray commenced production at Andy Well in August 2013, approximately 3.5 years after the discovery of the high-grade Wilber Lode gold deposit and the Project was one of the highest grade and highest margin gold operations in Australia for the 2014 financial year.

