

HQ Mining Resources Holding Pty Ltd

ABN 38 133 870 256

Third 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 third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by HQ Mining Resources Holding Pty Ltd ABN 38 133 870 256 (**HQ Mining**) in relation to its off-market takeover bid for all the ordinary shares in Golden Cross Resources Ltd ABN 65 063 075 178 (**Golden Cross**) which it does not already own. This Third Supplementary Bidder's Statement supplements, and should be read together with, HQ Mining's first and second supplementary bidder's statements dated 9 December 2015 and 16 December 2015 respectively and HQ Mining's bidder's statement dated 24 November 2015 (**Original Bidder's Statement**).

This Third Supplementary Bidder's Statement has been prepared to provide additional information to Shareholders.

Unless otherwise defined, capitalised terms in this Third Supplementary Bidder's Statement have the same meaning given to them in the Original Bidder's Statement.

2 Conditional increase in Offer Price to 8.25 cents per Share

HQ Mining notes that resolutions 4, 5, 6, 10, 11, 12 and 13 (**Resolutions**) which were to be considered at the Golden Cross Annual General Meeting on 16 December 2015 have been adjourned. Golden Cross has announced that the Resolutions will instead be considered at a resumption of the Golden Cross Annual General Meeting at 9.30am on Friday, 18 December 2015. Each of the Resolutions relate to the issue of new Securities.

As set out in HQ Mining's Second Supplementary Bidder's Statement, provided that none of the Resolutions are approved by Shareholders, HQ Mining will increase the Offer Price from 7.0 cents per Share to 8.25 cents per Share. The Offer remains subject to the conditions contained in section 10.7 of the Original Bidder's Statement.

If any of the Resolutions are approved by Shareholders, HQ Mining's conditional increase in the Offer Price will not occur and the Offer Price will remain at 7.0 cents per Share. In this scenario, HQ Mining retains its right to increase the Offer Price up to a maximum of 8.25 cents.

3 Other notices

A copy of this Third Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Signed for and on behalf of HQ Mining following a resolution of the directors of HQ Mining.

sign here ►



Yan Li
Director

date

17 December 2015
