

8 March 2016

GULF TAKEOVER OFFER UNCONDITIONAL

Metro Mining Limited (**Metro**) has today extended and declared its off-market takeover offer (**Offer**) for all of the shares in Gulf Alumina Limited (**Gulf**) unconditional and free from all defeating conditions.

Metro will now become Gulf's largest shareholder, with a relevant interest of 22.1% of the issued capital of Gulf as at the close of business on 8 March 2016.

By declaring its Offer unconditional, all Gulf shareholders that accept the Offer will receive Metro shares and gain the benefits of being a Metro shareholder. These benefits include:

- proven board and management team with track record of project development;
- rapid project development progress;
- native title and land access agreed with traditional owners;
- strong balance sheet with net cash of approximately \$5.3 million (as at 31-Dec-2015); and
- ASX listing and trading liquidity.

Metro also urges Gulf shareholders to accept the Offer so that the logical synergies and strategic benefits of Metro and Gulf's adjacent and near identical projects being combined can be unlocked.

Metro also advises it has decided to extend the Offer, such that it will now close at 5pm (Brisbane time) 15 April 2016, unless extended further. Gulf shareholders should accept the Offer before that closing date (if they have not already done so) or they will lose the opportunity to participate in the Offer.

Metro advises that, given it is now the major shareholder of Gulf, Metro expects that the Gulf Board will consult with Metro in relation to any future financing contemplated by Gulf and that Gulf will avoid any finance proposals that dilute Gulf's existing shareholders or further encumber Gulf's corporate entity or project. Metro also advises it would be prepared to provide Gulf with an attractive, low cost, non-dilutive short term funding facility should Gulf require such funding, subject to Gulf's board supporting an offer by Metro and there being no material adverse change in the circumstances or capital structure of Gulf.

Attached is a notice under section 650F of the *Corporations Act 2001* (Cth) providing that all remaining defeating conditions have been waived.

If Gulf shareholders have any questions relating to the Offer or require a new acceptance form, they are encouraged to contact the Metro Offer Information Line on +61 7 3009 8000.

Notice freeing off-market bid from defeating conditions

Section 650F of the *Corporations Act 2001* (Cth)

TO: The Directors
Gulf Alumina Limited ACN 108 086 371
Suite 503, Level 5, 37 Bligh Street
SYDNEY NSW 2000

AND TO: Australian Securities and Investments Commission (**ASIC**)

Metro Mining Limited ACN 117 763 443 (**Bidder**) has made offers under an off-market takeover bid for all the ordinary shares in Gulf Alumina Limited ACN 108 086 371 (**Offers**). The Offers are contained in a bidder's statement dated 24 December 2015 (**Bidder's Statement**).

The Bidder gives notice under sections 630(5) and 650F(1) of the *Corporations Act 2001* (Cth) that:

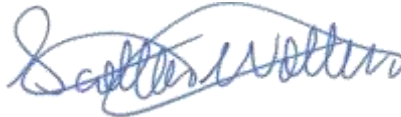
- (a) the Offers are free from all conditions set out in Schedule 2 of the Bidder's Statement; and
- (b) the Bidder's voting power in Gulf Alumina Limited is 22.1%.

Dated: 8 March 2016

Executed by
Metro Mining Limited ACN 117 763 443 by:

Andrew Scott Waddell

^ _____
Full Name of Secretary:



^ _____
Signature of Secretary:

Stephen Everett

^ _____
Full name of Director



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Signature of Director