



6 April 2010

The Manager
Company Announcements Office
Australian Securities Exchange Limited
Level 4, Stock Exchange Centre
20 Bridge Street
SYDNEY NSW 2000

By electronic lodgement

Dear Sir/Madam

**Mesa Minerals Limited (ASX: MAS) – takeover bid by Mineral Resources Limited
Target's Statement**

We attach, by way of service pursuant to item 14 of section 633(1) of the *Corporations Act 2001* (Cth) (**Act**), a copy of the target's statement of Mesa Minerals Limited (**Mesa**) in response to the off-market takeover bid by Mineral Resources Limited (**MRL**) for all the fully paid ordinary shares in Mesa.

In addition, we confirm that, pursuant to item 6 of section 633(1) of the Act, the directors of Mesa have agreed that the offers by MRL and accompanying documents may be sent earlier than the prescribed date.

Yours faithfully

A handwritten signature in blue ink that reads "A Scott".

Alan Scott
Managing Director
Mesa Minerals Limited

This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your broker, financial adviser or legal adviser immediately.



Mesa Minerals Limited

(ABN 38 009 113 160)

Target's Statement

This Target's Statement has been issued in response to the off-market takeover bid made by Mineral Resources Limited (ABN 33 118 549 910) for all the ordinary shares in Mesa Minerals Limited.

The directors of Mesa Minerals Limited unanimously recommend that you **ACCEPT** the takeover offer from Mineral Resources Limited (in the absence of a Superior Proposal)



Corporate Adviser



Legal Adviser

Important notices

Nature of this document

This document is a Target's Statement issued by Mesa Minerals Limited (ABN 38 009 113 160) under Part 6.5 Division 3 of the Corporations Act in response to the off-market takeover bid made by Mineral Resources Limited (ABN 33 118 549 910) for all the ordinary shares in Mesa.

A copy of this Target's Statement was lodged with ASIC and given to ASX on 6 April 2010. Neither ASIC nor ASX nor any of their respective officers take any responsibility for the content of this Target's Statement.

Key dates

Date of this Target's Statement	6 April 2010
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Date of MRL's Offer	12 April 2010
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Close of MRL's Offer Period (unless extended or withdrawn)	5.00pm AWST on 14 May 2010
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Mesa shareholder information

Mesa has established a shareholder information line which Mesa shareholders may call if they have any queries in relation to MRL's Offer. The telephone number for the shareholder information line is 1800 614 482 (for calls made from within Australia) or +61 (0)2 8256 3389 (for calls made from outside Australia). Calls to the shareholder information line may be recorded.

Further information relating to MRL's Offer can be obtained from Mesa's website at <http://www.mesaminerals.com.au>

Defined terms

A number of defined terms are used in this Target's Statement. These terms are explained in section 10 of this Target's Statement. In addition, unless the contrary intention appears or the context requires otherwise, words and phrases used in this Target's Statement and defined in the Corporations Act have the same meaning and interpretation as in the Corporations Act.

No account of personal circumstances

This Target's Statement does not take into account your individual objectives, financial situation or particular needs. It does not contain personal advice. Your directors encourage you to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offer.

Disclaimer as to forward looking statements

Some of the statements appearing in this Target's Statement may be in the nature of forward looking statements. You should be aware that such statements are only predictions and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to the industry in which Mesa operates as well as general economic conditions, prevailing exchange rates and interest rates and

conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of Mesa, Mesa's officers and employees, any persons named in this Target's Statement with their consent or any person involved in the preparation of this Target's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place undue reliance on any forward looking statement. The forward looking statements in this Target's Statement reflect views held only as at the date of this Target's Statement.

Disclaimer as to information

The information on MRL's securities contained in this Target's Statement has been prepared by Mesa using publicly available information. The information in the Target's Statement concerning MRL and the companies' assets and liabilities, financial position and performance, profits and losses and prospects, has not been independently verified by Mesa. Accordingly Mesa does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

Foreign jurisdictions

The release, publication or distribution of this Target's Statement in jurisdictions other than Australia and New Zealand may be restricted by law or regulation in such other jurisdictions and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable laws or regulations. This Target's Statement has been prepared in accordance with Australian and New Zealand law and the information contained in this Target's Statement may not be the same as that which would have been disclosed if this Target's Statement had been prepared in accordance with the laws and regulations outside of Australia and New Zealand.

Maps and diagrams

Any diagrams, charts, maps, graphs and tables appearing in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in diagrams, charts, maps, graphs and tables is based on information available at the date of this Target's Statement.

Privacy

Mesa has collected your information from the Mesa register of shareholders and option holders for the purpose of providing you with this Target's Statement. The type of information Mesa has collected about you includes your name, contact details and information on your shareholding or option holding (as applicable) in Mesa. Without this information, Mesa would be hindered in its ability to issue this Target's Statement. The Corporations Act requires the name and address of shareholders and option holders to be held in a public register. Your information may be disclosed on a confidential basis to Mesa's related bodies corporate and external service providers (such as the share registry of Mesa and print and mail service providers) and may be required to be disclosed to regulators such as ASIC. If you would like details of information about you held by Mesa, please contact Advanced Share Registry Services at PO Box 1156, Nedlands WA 6909 or on +61 (0)8 9389 8033. The registered address of Mesa is 1st Floor, 30 Richardson Street, West Perth WA 6005.



6 April 2010

Dear Shareholders (and, for information purposes only, persons holding options in Mesa)

Takeover bid by Mineral Resources Limited

On 22 March 2010, MRL announced its intention to make a takeover offer for all of the shares of Mesa.

Under MRL's Offer, Mesa shareholders are being offered 1 MRL Share for every 70.6 Mesa Shares held.

Your directors unanimously recommend that you accept MRL's Offer and intend to accept MRL's offer for their own Mesa Shares within seven days of commencement of the Offer Period, in the absence of a Superior Proposal.

MRL's Bidder's Statement, which you should have received with this Target's Statement, sets out the detailed terms of MRL's Offer. A copy of the Bidder's Statement is also available from the website of the ASX at www.asx.com.au.

Your directors' formal response to MRL's Offer is set out in this Target's Statement, including the reasons why we unanimously recommend that you accept MRL's Offer, in the absence of a Superior Proposal.

Our recommendation is based on the following points:

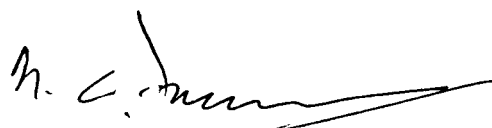
1. Mesa shareholders who accept MRL's Offer will maintain exposure to all of Mesa's projects through a larger, more diversified and better funded mining services and mineral processing company with strong project development expertise;
2. MRL's Offer is priced at a significant premium to pre-announcement trading prices for Mesa Shares;
3. the Board believes that MRL's attractive portfolio of projects are not being fully valued by the market and expect MRL Shares to trade strongly as a result;
4. Mesa shareholders will be able to participate in any synergies attributable to the Merged Group;
5. as an MRL shareholder you will have a markedly lower exposure to the risks and potential delays involved with bringing the Ant Hill and Sunday Hill projects into production, including potential impediments arising from Mesa's dispute with Mesa's joint venture partner Auvex;
6. as a shareholder in the Merged Group, you will participate in any future MRL dividend stream;
7. Mesa shareholders who accept MRL's Offer will hold MRL Shares which should have increased liquidity; and
8. the Mesa Share price may fall if MRL's Offer is unsuccessful.

Each of these reasons is explained in greater detail in the following pages.

Your directors are very pleased to be able to present you with the opportunity provided by MRL's Offer. The significant premium being offered for your Mesa Shares and the ability for Mesa shareholders to continue to have exposure to the successful development of Mesa's assets is the culmination of several years of hard work by your management and employees to develop Mesa's manganese projects and technology. Importantly, you will significantly reduce your exposure to project risks and delays, including potential impediments arising from Mesa's dispute with Mesa's joint venture partner Auvex.

I encourage you to read this document carefully and if you need any more information I recommend that you seek professional advice or call Mesa's shareholder information line on 1800 614 482 (for calls made from within Australia) or +61 (0)2 8256 3389 (for calls made from outside Australia) between 8.30 am and 5.30 pm Monday to Friday (AEST).

Yours sincerely



Norman Coldham-Fussell
Chairman

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1 Frequently asked questions

This section answers some commonly asked questions about the Offer. It is not intended to address all relevant issues for Mesa shareholders. This section should be read together with all other parts of this Target's Statement.

Question	Answer
What is MRL's Offer for my Mesa Shares?	MRL is offering one (1) MRL Share for every 70.6 Mesa Shares held by you.
What choices do I have as a Mesa shareholder?	<p>As a Mesa shareholder, you have the following choices in respect of your Mesa Shares:</p> <ul style="list-style-type: none">• accept the Offer;• sell your Mesa Shares on the ASX (unless you have previously accepted the Offer and you have not validly withdrawn your acceptance); or• do nothing. <p>There are several implications in relation to each of the above choices. A summary of these implications is set out in section 4.13 of this Target's Statement.</p>
What are the directors of Mesa recommending?	Each director recommends that you accept the Offer (in the absence of a Superior Proposal).
What do the directors of Mesa intend to do with any Mesa Shares that they hold?	Each director of Mesa has advised that they will accept the Offer in respect of any Mesa Shares that they, or their associates, own or control (whether they be held directly or through an entity they control) within seven days of commencement of the Offer Period, in the absence of a Superior Proposal.
How do I accept the Offer?	Details of how to accept the Offer are set out in section 1.5 of Annexure A of the Bidder's Statement.
What are the consequences of accepting the Offer now?	If you accept the Offer, unless withdrawal rights are available (see below), you will give up your right to sell your Mesa Shares on the ASX or otherwise deal with your Mesa Shares while the Offer remains open.

Question	Answer
If I accept the Offer, can I withdraw my acceptance?	<p>You may only withdraw your acceptance if MRL varies the Offer in a way that postpones the time when MRL is required to satisfy its obligations by more than one month.</p> <p>(See section 6.8 of this Target's Statement for further details.)</p>
When does the Offer close?	<p>The Offer is presently scheduled to close at 5.00pm AWST on 14 May 2010, but the Offer Period can be extended in certain circumstances.</p> <p>(See section 6.5 of this Target's Statement for details of the circumstances in which the Offer Period can be extended.)</p>
What are the conditions to the Offer?	<p>The outstanding conditions to the Offer, as at the date of this Target's Statement, are:</p> <ul style="list-style-type: none"> • before the end of the Offer Period, MRL has a relevant interest (as defined in the Corporations Act) in at least 50.1% of Mesa Shares; • during the Offer Period, there is no Material Adverse Change in relation to Mesa; and • from the date on which the Offer was announced until three days after the end of the Offer Period, there is no Prescribed Occurrence; • from the date on which the Offer was announced until the end of the Offer Period, Mesa does not make, declare or pay any distribution; • before the end of the Offer Period all approvals required by law are obtained; • from the date on which the Offer was announced until the end of the Offer Period, there is no regulatory action which materially impacts on the Offer; and • from the date on which the Offer was announced until the end of the Offer Period, no change is made to any existing contract of service and no material claims or proceedings are brought against Mesa. <p>(See section 6.2 of this Target's Statement for further details.)</p>
What happens if the conditions of the Offer are not satisfied or waived?	<p>If the conditions are not satisfied or waived before the Offer closes, the Offer will lapse. You would then be free to deal with Mesa Shares even if you had accepted the Offer.</p>

Question	Answer
When will I be sent my consideration if I accept the Offer?	If you accept the Offer, you will have to wait for the Offer to become unconditional before you will be sent your consideration from MRL. (See section 6.9 of this Target's Statement for further details on when you will be sent your consideration.)
What are the tax implications of accepting the Offer?	A general outline of the tax implications of accepting the Offer is set out in section 8 of the Bidder's Statement. As the outline is a general outline only, shareholders are encouraged to seek their own specific professional advice as to the taxation implications applicable to their circumstances.
Can I participate in the Offer in respect of my Mesa Options?	The Offer does not extend to Mesa Options, however if you exercise your Mesa Options during the Offer Period you can accept the Offer in respect of the Mesa Shares you are issued on exercise of the Mesa Options.
Is there a number that I can call if I have further queries in relation to the Offer?	If you have any further queries in relation to the Offer, you can call 1800 614 482 (for calls made from inside Australia) or +61 (0)2 8256 3389 (for calls made from outside Australia). Calls to these numbers may be recorded.

2 Why you should accept the Offer

In summary, the key reasons why the directors of Mesa have recommended Mesa shareholders accept the Offer, in the absence of a Superior Proposal, are:

- (a) the Offer is a result of a competitive process and, after careful consideration, has the unanimous recommendation of the Board;
- (b) Mesa shareholders have the opportunity to participate in a larger, more diversified and better funded mining services and mineral processing company with strong project development expertise;
- (c) the Offer is priced at a significant premium to pre-announcement trading prices for Mesa Shares;
- (d) the Board believes that MRL's attractive portfolio of projects are not being fully valued by the market and expect MRL Shares to trade strongly as a result;
- (e) Mesa shareholders will benefit from any synergies attributable to the Merged Group;
- (f) as an MRL shareholder you will have a markedly lower exposure to the risks and potential delays involved with bringing the Ant Hill and Sunday Hill projects into production, including potential impediments arising from Mesa's dispute with Mesa's Mesa Mining Joint Venture partner Auvex;
- (g) as a shareholder in the Merged Group, you will participate in any future MRL Share dividend stream;
- (h) MRL Shares have greater liquidity than Mesa Shares;
- (i) no Superior Proposal has been received by the Board since announcement of the Offer; and
- (j) Mesa's share price may fall if the Offer is unsuccessful.

2.1 Unanimous recommendation of the Board

MRL's Offer is a result of a competitive process whereby the Board was able to assess the merits of MRL's Offer against alternatives.

The Board believes that the Offer is in the best interests of Mesa shareholders and unanimously recommends that Mesa shareholders accept the Offer, in the absence of a Superior Proposal. The Board has made its recommendation based on an analysis of the advantages and disadvantages of the Offer.

Each director of Mesa has advised that they will accept the Offer in respect of any Mesa Shares that they, or their associates, own or control (whether they be held directly or through an entity they control) within seven days of the commencement of the Offer Period, in the absence of a Superior Proposal.

2.2 Financial and operational strengths of the Merged Group

MRL is an Australian S&P / ASX 200 listed company operating a leading, integrated, mining services and mineral processing business with operations in contract crushing, general mine services, infrastructure provision and recovery of base metal concentrate

for export. MRL has a market capitalisation of \$1.2 billion¹ with minimal debt and strong cashflows.

The combination of MRL and Mesa will provide Mesa shareholders with exposure to a number of important benefits as noted below.

(a) **Continuing participation in MRL Share price growth**

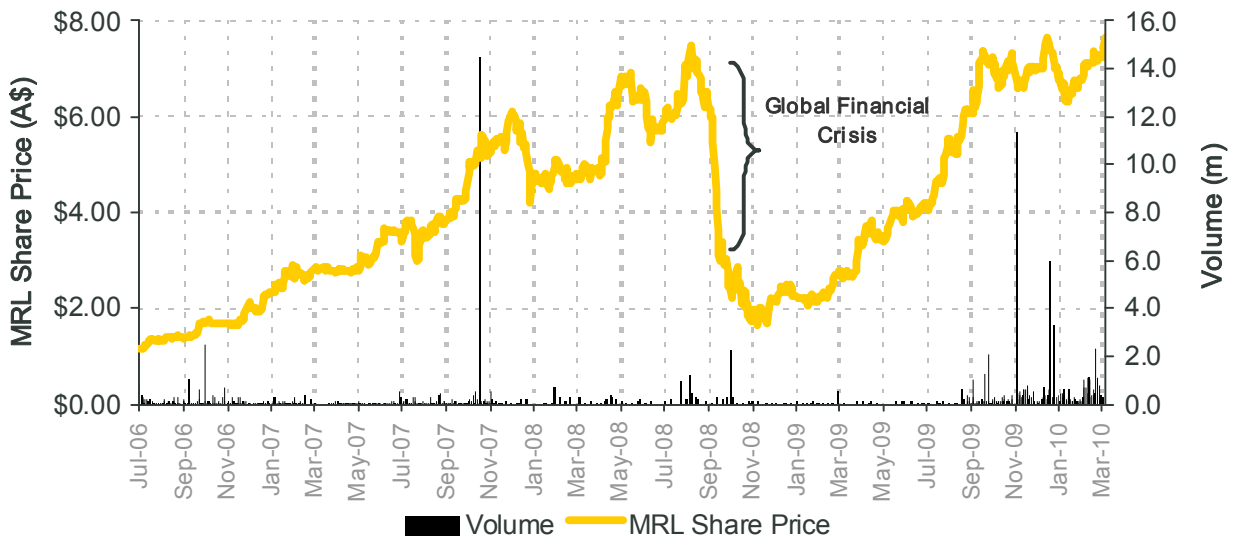
If the Offer is successful, Mesa shareholders will retain exposure to the quality assets, operations and growth prospects of Mesa and will also benefit from any synergies between Mesa and MRL.

MRL has a record of producing attractive returns for shareholders by providing innovative solutions in its core business services. The combination of MRL’s plant construction expertise and its port management capabilities with Mesa’s patented manganese processing technologies is a valuable opportunity for Mesa shareholders.

The chart below of MRL’s share price since listing on the ASX illustrates the substantial returns that MRL management has created for their shareholders, in addition to the dividend stream that has been returned to shareholders already.

MRL has experienced a compound annual growth rate of 78.9% since listing on the ASX. In fact, an investment of A\$1,000 made during MRL’s initial public offering on 28 July 2006, would be worth A\$8,500 (at the date of this Target’s Statement).

Figure 1 – MRL Share price since listing on the ASX



(b) **Financial, development and operational strength**

The Merged Group will have a pro forma market capitalisation in excess of \$1.25 billion², minimal debt and strong cashflows from a substantial and profitable portfolio of diverse mining services, iron ore and manganese operations.

The Merged Group’s enlarged size and strong balance sheet should improve access to ongoing debt and equity funding at a lower cost than Mesa could achieve on a stand-

¹ Based on the closing price of MRL Shares on the ASX as at 1 April 2010 (the last trading day before the date of this Target’s Statement), and the number of MRL Shares on issue at that date.

² Based on the closing price of Mesa Shares and MRL Shares on the ASX as at 1 April 2010 (the last trading day before the date of this Target’s Statement), and the number of Mesa Shares, Mesa Options in the money and MRL Shares on issue on 1 April 2010, and assuming 100% acceptance of the Offer.

alone basis. The Merged Group will have the flexibility to allocate more funds and resources to advance Mesa’s projects and pursue other growth opportunities.

(c) **Diversified exposure**

Mesa shareholders who accept the Offer will gain exposure to MRL’s substantial and profitable portfolio of mining services and iron ore and manganese operations and the growth prospects of the Merged Group.

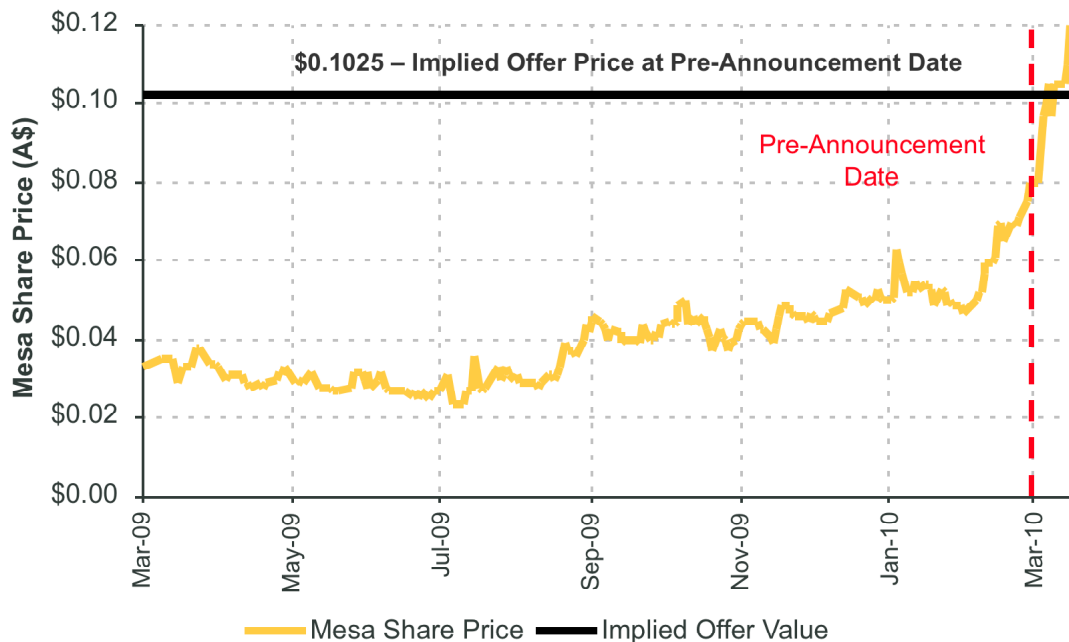
The Merged Group will have a more diverse and complementary mix of businesses and have greater ability to pursue new growth opportunities.

2.3 Significant premium to pre-announcement prices

The Offer is valued at \$0.1025 per Mesa Share (based on the closing prices of Mesa Shares and MRL Shares on the ASX on the Pre-Announcement Date), which represents:

- (a) a 28% premium to \$0.080, the closing price of Mesa Shares on the ASX on 19 March 2010, immediately prior to the announcement of the Offer on 22 March 2010, (**Pre-Announcement Date**);
- (b) a 42% premium to \$0.072, the volume weighted average price (**VWAP**) of Mesa Shares on the ASX for the 10 trading days up to and including the Pre-Announcement Date;
- (c) a 65% premium to \$0.062, the VWAP of Mesa Shares on the ASX for the 30 trading days up to and including the Pre-Announcement Date; and
- (d) a 71% premium to \$0.060, the VWAP of Mesa Shares on the ASX for the 60 trading days up to and including the Pre-Announcement Date.

Figure 2 – Mesa Share price versus implied Offer price

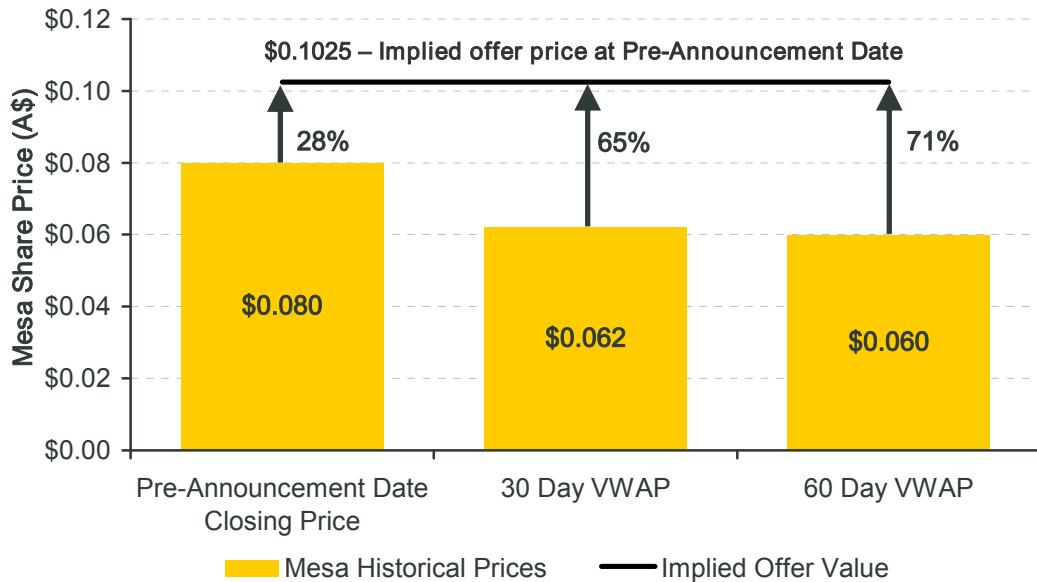


It is important to note that in the month preceding the Pre-Announcement Date, the Mesa Share price increased 60% from \$0.050 on 22 February 2010 to \$0.080 on 19 March 2010. During this period nearly 55% of buying in Mesa Shares was undertaken by the Requisitioning Shareholders.

Since the Pre-Announcement Date, the price per MRL Share on ASX has increased from \$7.24 to \$7.65 as at 1 April 2010 (being the last trading day before the date of this Target's Statement).

In the same period, the price per Mesa Share has increased from \$0.080 to \$0.120 as at 1 April 2010. This price increase for Mesa Shares reflects, in part, that Mesa Shares are now trading in a price range broadly consistent with the exchange ratio under the Offer of 1 MRL Share for every 70.6 Mesa Shares.

Figure 3 – Implied Offer premiums



Mesa shareholders should be aware that the prices of Mesa Shares and MRL Shares (and the implied value of the Offer) may fluctuate upwards or downwards prior to the close of the Offer.

2.4 MRL's portfolio of attractive assets are undervalued

MRL's portfolio of projects is attractive in its own right and is complementary in many respects to the assets held by Mesa. The Board are of the view that MRL's projects are not fully valued by the current MRL Share price.

2.5 Synergies of the Merged Group

If the Offer is successful, Mesa shareholders will benefit from any synergies between Mesa and MRL, which are realised as a result of the creation of the Merged Group. In particular, the combination of Mesa's existing quality assets and MRL's significant execution expertise may result in upside that would not be attainable by Mesa on a stand-alone basis.

(a) MRL development expertise

Unlocking the value of Mesa's Ant Hill and Sunday Hill manganese resources requires an experienced project operator. If the Offer is successful, MRL will be in a position to assist the Mesa Mining Joint Venture parties by providing services as an experienced manganese project operator. In the first half of the financial year 2010 MRL already produced 280kt of consistently reliable and quality assured manganese products from its numerous operations.

(b) **Technology**

Mesa currently intends to process unsaleable low grade manganese fines into manganese fertilizer chemicals. The value of Mesa’s technology assets has a better prospect of being unlocked through the application of MRL’s construction expertise, strong balance sheet and supply of feedstock for the proposed secondary processing plant.

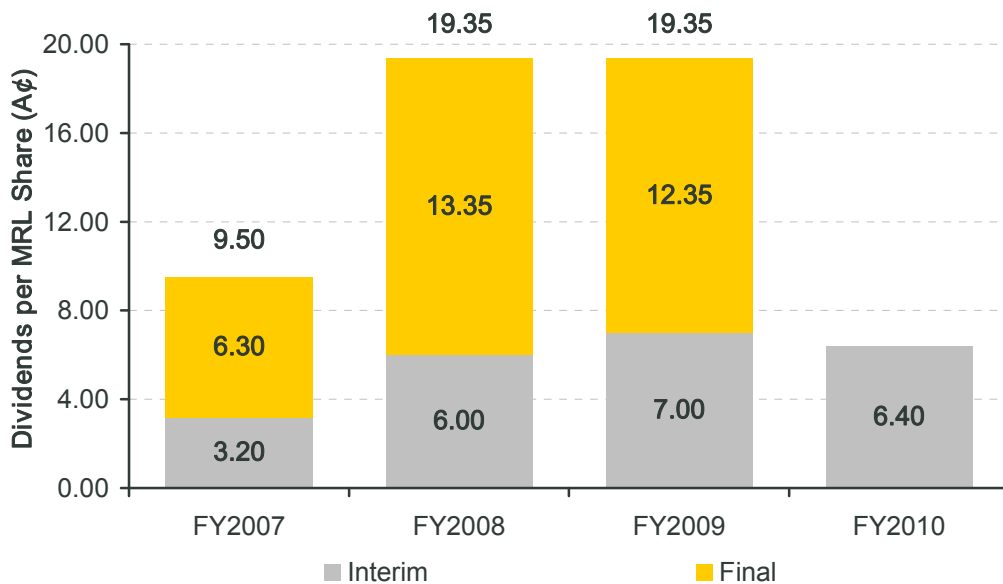
2.6 Lower exposure to Ant Hill and Sunday Hill development risks

Mesa’s dispute with Auvex regarding the JV Agreement may not be resolved in the short term. This may result in delays to the development of the Ant Hill and Sunday Hill manganese resources. As a Mesa shareholder, you are fully and directly exposed to this risk. As an MRL shareholder, your exposure to this risk is significantly diluted since the Ant Hill and Sunday Hill resources will only represent a small portion of the asset portfolio you hold through your MRL Shares.

2.7 Participation in MRL’s dividend stream

If the Offer is successful, Mesa shareholders who accept the Offer will become MRL shareholders. Since listing on the ASX in 2006, MRL has consistently paid fully franked dividends. The dividend yield of MRL for the financial year ending 30 June 2009 was 5.2%³. Mesa has never paid a dividend and the Board would not expect this to change in the short to medium term if Mesa remains a separate entity.

Figure 4 – Historical MRL dividend payments



The current dividend policy of MRL provides that at least 50% of after tax profits will be distributed to MRL shareholders by way of dividends. Although historical performance is not a guarantee of future performance, Mesa shareholders will receive any benefits associated with MRL’s dividend policy.

Due to the timing of the Offer, Mesa shareholders will not be entitled to MRL’s fully franked interim dividend for financial year 2010 of 6.40 cents as the record date for

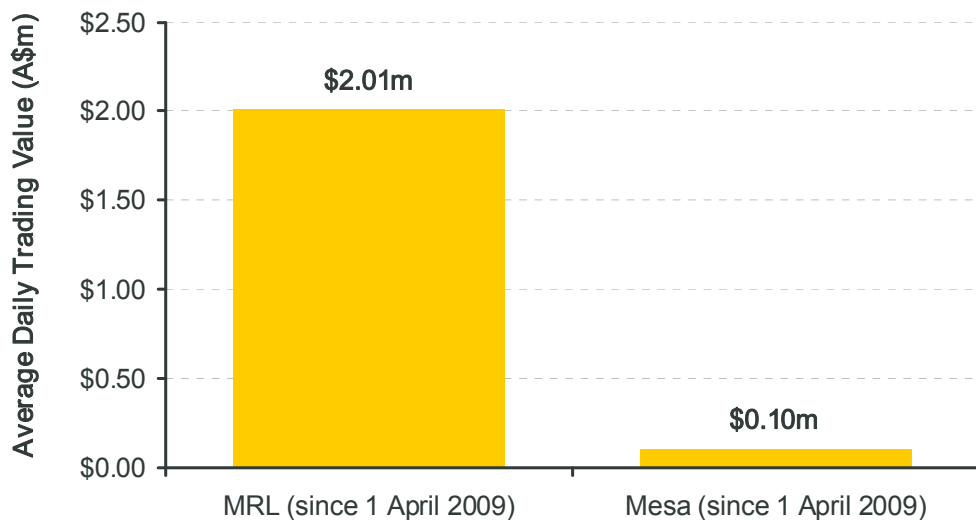
³ Based on the average closing price per MRL Share for the financial year ended 30 June 2009 of \$3.70.

receipt of that dividend was 17 March 2010. If the Offer is successful, new MRL Shareholders will be entitled to dividends commencing from the final distribution of the financial year 2010 profits. Historically, dividends paid by MRL since listing in July 2006 have been fully franked and represent a high ranking yield on investment.

2.8 Increased liquidity

MRL's post-Offer pro forma market capitalisation will be approximately \$1.26 billion⁴, compared to Mesa's market capitalisation of \$47.9 million on the Pre-Announcement Date. MRL is a constituent of the S&P / ASX 200 index and accepting Mesa shareholders should benefit from improved liquidity as a result of the transaction.

Figure 5 – Comparison of average daily trading value for MRL and Mesa from 1 April 2009



2.9 No Superior Proposal

The Board has unanimously agreed to recommend the Offer in the absence of a Superior Proposal. Since the announcement of the Offer up to the date of this Target's Statement, no Superior Proposal has been received by the Board. The Board has no evidence that, on the date of this Target's Statement, a Superior Proposal is likely to be forthcoming.

2.10 Mesa's share price may fall if the Offer is unsuccessful

If the Offer is unsuccessful, there is a risk that the market value of your Mesa Shares may be significantly less than the Offer consideration.

⁴ Based on the closing price of Mesa Shares and MRL Shares on the ASX as at 1 April 2010 (the last trading day before the date of this Target's Statement), and the number of Mesa Shares, Mesa Options in the money and MRL Shares on issue at 1 April 2010, and assuming 100% acceptance of the Offer.

3 Directors' recommendation

3.1 Summary of Offer

MRL is offering Mesa shareholders one (1) MRL Share as consideration for every 70.6 Mesa Shares that they hold.

The Offer is subject to a number of conditions. Those conditions are summarised in section 6.2 of this Target's Statement.

3.2 Directors of Mesa

As at the date of this Target's Statement, the directors of Mesa are:

Name	Position
Norman Coldham-Fussell	Non-Executive Chairman
Alan Scott	Managing Director & Chief Executive Officer
David Raymond Teplitzky	Non-Executive Director
Marcel Edward Van de Velde	Non-Executive Director
Warren Thomas Brown	Non-Executive Director

3.3 Directors' recommendations

After taking into account each of the matters in this Target's Statement and in the Bidder's Statement, each of your directors recommend that you accept the Offer (in the absence of a Superior Proposal).

In considering whether to accept the Offer, your directors encourage you to:

- read the whole of this Target's Statement and the Bidder's Statement;
- have regard to your individual risk profile, portfolio strategy, tax position and financial circumstances;
- consider the alternatives noted in section 4.13 of this Target's Statement; and
- obtain financial advice from your broker or financial adviser upon the Offer and obtain taxation advice on the effect of accepting the Offer.

3.4 Your directors' reasons for their recommendation

A summary of the reasons for your directors' recommendation is set out in section 2 of this Target's Statement.

3.5 Intentions of your directors in relation to the Offer

Each director of Mesa has advised that they will accept the Offer in respect of any Mesa Shares that they, or their associates, own or control (whether they be held directly or through an entity they control) within seven days of the commencement of the Offer Period, in the absence of a Superior Proposal.

Details of the previously announced direct and indirect holdings of each Mesa director in Mesa Shares are set out in section 8 of this Target's Statement.

3.6 No brokerage payable

Mesa shareholders will not be required to pay brokerage or any other costs in relation to the sale of their Mesa Shares under the Offer, however if your Mesa Shares are registered in a CHES Holding, or if you are the beneficial owner whose Mesa Shares are registered in the name of a broker, bank, custodian, or other nominee, you should ask your controlling participant (usually your broker) or nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer.

4 Important matters for Mesa shareholders to consider

4.1 MRL's Offer

MRL announced its intention to make its takeover bid for Mesa on 22 March 2010. A copy of the joint announcement by MRL and Mesa is contained in Annexure A. A summary of the Offer is contained in section 6 of this Target's Statement.

MRL's Offer is open for acceptance until 5.00pm AWST on 14 May 2010, unless it is extended or withdrawn (sections 6.5 and 6.6 of this Target's Statement describe the circumstances in which MRL can extend or withdraw its Offer).

4.2 Background information on Mesa

Mesa Minerals Limited is a Western Australian based company listed on the Australian Securities Exchange under the code 'MAS'. Mesa owns 50% of the Mesa Mining Joint Venture, based upon the Ant Hill and Sunday Hill mining leases in the East Pilbara. Trial mining and shipments of high and medium grade direct shipping manganese ore have been successfully undertaken and approvals for commencement of regular mining at Ant Hill are at hand.

Mesa has also invested in economically and environmentally sustainable manganese processing technologies that allow the production of high value manganese products (including fertiliser, fungicide and electrolytic manganese dioxide) from low grade manganese ores. Mesa's intention has been to use this technology to construct a manganese sulphate plant processing low grade otherwise unsaleable Ant Hill and Sunday Hill ore-fines. Mesa also intends to license its patented processes for use by third parties in non competitive applications.

4.3 Current business activities of Mesa

(a) Trial shipments of manganese ore

Mesa, as sales agent for the Mesa Mining Joint Venture participants, completed trial shipments of manganese ore to customers in China on 24 October 2009 and 21 January 2010.

The market for manganese ores, such as those produced at Ant Hill, continues to recover from the decline in demand and prices in the immediate aftermath of the global financial crisis. Around 90% of global manganese ores are used in the production of iron and steel, an application in which it is essential and where there are no substitutes. With steel demand forecast to increase by 4-5% per annum to 2015, demand has the potential to reach 18-19 million tonnes per annum of contained manganese. Further, the concentration of ownership and vertical integration will also have implications for the supply-demand balance. Accordingly, the directors of Mesa believe that there is a significant opportunity for Mesa to generate strong returns from development of Ant Hill and Sunday Hill.

(b) **Mesa Mining Joint Venture**

On 26 November 2009, Mesa issued a default notice to its co-venturer in the Mesa Mining Joint Venture, Auvex. Under the JV Agreement, Auvex was to act as manager of exploration, evaluation and development of mining activities at the Ant Hill and Sunday Hill manganese ore tenements. Auvex was to also manage the eventual joint venture production activities. The continuation of the joint venture may require legal resolution if Mesa and Auvex are unable to resolve this matter. The dispute with Auvex is of fundamental importance to Mesa. The default notice was issued as a result of the Board forming the view that Auvex has entered into an arrangement with its creditors, which has rendered Auvex an unsuitable joint venture partner moving forward.

With the exception of hauling manganese ores to the Boodarie facility in readiness for loading and shipping and the updating of flora and fauna studies to satisfy final approvals, exploration and mining activities remain suspended at Ant Hill pending receipt of final approvals. An initial Ant Hill Project Management Plan for recommencement of mining activities was submitted and approved by the Department of Mines and Petroleum. A resolution of the legal dispute between Mesa and Auvex could result in a recommencement of exploration and mining activities within a short timeframe.

(c) **Port access rights**

In order to secure access to port capacity, Mesa has become a founding customer of the Port Hedland Port Authority's (PHPA) Utah Point development. Under the agreement between Mesa and PHPA, Mesa has, in effect, prepaid facility charges. The agreement enables Mesa to ship 1,180,000 tonnes of manganese ore from stockpiling and berthing facilities over 5 years from the commencement date of Utah Point, with 860,000 tonnes free of any facility charge. Mesa believes that its status as a founding customer of the Utah Point facility enables the commencement of mining at Ant Hill with the knowledge that saleable manganese ore produced can be exported through Port Hedland.

Auvex and Mesa are in dispute regarding the port access rights in respect of whether those rights were obtained exclusively for Mesa or whether they were obtained by Mesa for and on behalf of the Mesa Mining Joint Venture. This is discussed in more detail in section 9.4(b) of this Target's Statement.

(d) **Patent commercialisation**

Mesa has recently refocused its efforts to extract value from its downstream manganese processing patents. Specifically, Mesa has held discussions with a number of parties interested in applying its patents to the production of a high purity manganese sulphate solution which is used, in large volume, as a reagent in the production of a fungicidal product used in the agricultural sector globally.

In parallel, Mesa continues to pursue opportunities for other licensing of its technology and the construction of a plant of its own at Port Hedland to produce fertilizer grade granulated manganese sulphate and micro-nutrient fertilizer.

4.4 Publicly available information about Mesa

Mesa is a listed disclosing entity for the purposes of the Corporations Act and as such is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Mesa is subject to the listing rules of ASX which require continuous disclosure of any information Mesa has that a reasonable person would expect to have a material effect on the price or value of its securities.

Copies of ASX announcements made by Mesa are available on ASX's website at www.asx.com.au or from Mesa's website at www.mesaminerals.com.au

4.5 Information about MRL

Sections 4, 7, 9 and 10 of the Bidder's Statement contain further information regarding MRL, including financial information and risk factors.

For further information about MRL, please visit its website at www.mineralresources.com.au.

4.6 Value of MRL's Offer

At a value of \$0.1025 per Mesa Share (based on the closing prices of Mesa Shares and MRL Shares on the ASX on the Pre-Announcement Date), the Offer represents a:

- (a) a 28% premium to \$0.080, the closing price of Mesa Shares on the ASX on the Pre-Announcement Date;
- (b) a 42% premium to \$0.072, the VWAP of Mesa Shares on the ASX for the 10 trading days up to and including the Pre-Announcement Date;
- (c) a 65% premium to \$0.062, the VWAP of Mesa Shares on the ASX for the 30 trading days up to and including the Pre-Announcement Date; and
- (d) a 71% premium to \$0.060, the VWAP of Mesa Shares on the ASX for the 60 trading days up to and including the Pre-Announcement Date.

The certainty of the Offer is reflected in the current price of Mesa Shares. At the date of this Target's Statement, Mesa Shares last traded at \$0.120, a premium to the Offer value of \$0.108 per Mesa Share, based on the last traded price of MRL Shares on the ASX on 1 April 2010 of \$7.65.

For further information on the value of the Offer, see section 2 of this Target's Statement.

4.7 Minority ownership consequences

MRL's Offer is presently subject to a 50.1% minimum acceptance condition. MRL has the right to free its Offer from the 50.1% minimum acceptance condition. If MRL acquires more than 50% but less than 90% of the Mesa Shares then, assuming all other conditions to the Offer are fulfilled or freed, MRL will acquire a majority shareholding in Mesa.

Accordingly, shareholders who do not accept the Offer will become minority shareholders in Mesa. This has a number of possible implications, including:

- MRL will be in a position to cast the majority of votes at a general meeting of Mesa. This will enable it to control the composition of Mesa's Board and senior management, determine Mesa's dividend policy and control the strategic direction of the businesses of Mesa and its subsidiaries;
- the Mesa Share price may fall immediately following the end of the Offer Period and it is unlikely that Mesa's share price will contain any takeover premium;
- the liquidity of Mesa Shares may be lower than at present;

- if the number of Mesa shareholders is less than that required by the ASX Listing Rules to maintain an ASX listing then MRL may seek to have Mesa removed from the official list of the ASX. If this occurs, Mesa Shares will not be able to be bought or sold on the ASX;
- a proportion of the synergies referred to by MRL in the Bidder's Statement may not be achieved; and
- if MRL acquires 75% or more of the Mesa Shares it will be able to ensure the passing of special resolutions of Mesa at general meetings. This will enable MRL to, among other things, change Mesa's constitution.

4.8 Dividend issues for Mesa shareholders

Mesa has never paid a dividend and the Board does not expect this to change in the short to medium term. MRL has consistently paid fully franked dividends and the dividend yield of MRL for the financial year ending 30 June 2009 was 5.2%.

4.9 Other alternatives to the Offer

The Board is not aware of any alternatives to the Offer in order to maximise value for Mesa shareholders.

At this stage, the Board is not in a position to provide shareholders with information in relation to the probability of an alternative transaction arising but will keep shareholders informed of any material developments. In this regard, your Board will update you no more than 14 days and no less than 7 days before the end of the Offer Period.

4.10 Mesa Share price absent the Offer

While there are many factors that influence the market price of Mesa Shares, your directors anticipate that, following the close of the Offer, the market price of Mesa Shares may fall if MRL's Offer fails or if the takeover is otherwise unsuccessful.

4.11 Taxation consequences of a change in control in Mesa

The taxation consequences of accepting the Offer depend on a number of factors and will vary depending on your particular circumstances. A general outline of the Australian taxation considerations of accepting the Offer are set out in section 8 of the Bidder's Statement.

You should carefully read and consider the taxation consequences of accepting the Offer. The outline provided in the Bidder's Statement is of a general nature only and you should seek your own specific professional advice as to the taxation implications applicable to your circumstances.

4.12 Treatment of overseas shareholders

If MRL determines that it cannot make the Offer to any Mesa shareholder whose address (as recorded in the register of members of Mesa provided by Mesa to MRL) is in a place outside Australia or New Zealand or a jurisdiction into which MRL determines it can legally and practically make the Offer, that Mesa shareholder will not be issued with MRL Shares under the Offer.

Instead, the relevant MRL Shares (that would otherwise be transferred to such foreign holders) will be allotted to a nominee approved by ASIC who will sell the MRL Shares and will distribute to each of those foreign holders their proportion of the proceeds of sale net of expenses.

See section 10.13 of the Bidder's Statement for further details.

4.13 Treatment of unmarketable parcels

Where an accepting Mesa shareholder becomes entitled under the Offer to be issued MRL Shares that comprise an unmarketable parcel (as that term is defined in ASIC Class Order 00/343, being MRL Shares with a total value of less than \$500 based on the highest closing price for MRL Shares on the ASX during the Offer Period), that Mesa shareholder will not be issued with MRL Shares under the Offer.

Instead, the relevant MRL Shares (that would otherwise be transferred to the accepting Mesa shareholder) will be allotted to the same nominee appointed for the purpose of selling shares on behalf of ineligible foreign holders as described in section 4.12, who will sell the MRL Shares and will distribute to each of those accepting Mesa shareholders their proportion of the proceeds of sale net of expenses.

See section 10.14 of the Bidder's Statement for further details.

5 Your choices as a Mesa shareholder

Your directors recommend that you accept the Offer (in the absence of a Superior Proposal).

However, as a Mesa shareholder you have three choices currently available to you:

(a) **Accept the Offer**

Mesa shareholders may elect to accept the Offer. Details of the consideration that will be received by Mesa shareholders who accept the Offer are set out in section 6.1 of this Target's Statement and in the Bidder's Statement.

Mesa shareholders should be aware that if they accept the Offer and MRL acquires less than 80% of Mesa Shares under the Offer, those Mesa shareholders may be liable for CGT as rollover relief may not be available (see section 8 of the Bidder's Statement).

The Bidder's Statement contains details of how to accept the Offer in section 1.5 of Annexure A.

(b) **Sell your Mesa Shares on market**

During a takeover, shareholders of a target company who have not already accepted the Bidder's Offer can still sell their Mesa Shares on market for cash.

On 1 April 2010 Mesa's share price closed at \$0.120, a 10.7% premium to the implied Offer price of \$0.108 based on MRL's share closing price of \$7.65 on 1 April 2010 on the ASX. The latest price for Mesa Shares and MRL Shares may be obtained from the ASX website www.asx.com.au.

Shareholders who sell their Mesa Shares on market may be liable for CGT on the sale (see section 8 of the Bidder's Statement) and may incur a brokerage charge.

Mesa shareholders who wish to sell their Mesa Shares on market should contact their broker for information on how to effect that sale.

(c) **Do not accept the Offer or sell their Mesa Shares on market**

Shareholders who do not wish to accept the Offer or sell their Mesa Shares on market should do nothing.

Shareholders should note that if MRL and its associates have a relevant interest in at least 90% of the Mesa Shares during or at the end of the Offer Period, MRL will be

entitled to compulsorily acquire the Mesa Shares that it does not already own (See section 6.12 of this Target's Statement for further details).

If MRL acquires more than 50% but less than 90% of the Mesa Shares then, assuming all other conditions to the Offer are fulfilled or freed, MRL will acquire a majority shareholding in Mesa. Accordingly, shareholders who do not accept the Offer will become minority shareholders in Mesa. The potential implications of becoming a minority shareholder in Mesa are discussed in section 4.7 of this Target's Statement.

6 Key features of MRL's Offer

6.1 Consideration payable to shareholders who accept the Offer

The consideration being offered by MRL is one (1) MRL Share for every 70.6 Mesa Shares.

6.2 Conditions to the Offer

MRL's Offer is subject to a number of conditions. Those conditions are set out in full in section 1.10 of Annexure A of the Bidder's Statement.

The outstanding conditions to the Offer, as at the date of this Target's Statement, are:

- (a) before the end of the Offer Period, MRL has a relevant interest (as defined in the Corporations Act) in at least 50.1% of Mesa Shares;
- (b) during the Offer Period, there is no Material Adverse Change in relation to Mesa; and
- (c) from the date on which the Offer was announced until three days after the end of the Offer Period, there is no Prescribed Occurrence;
- (d) from the date on which the Offer was announced until the end of the Offer Period, Mesa does not make, declare or pay any distribution;
- (e) before the end of the Offer Period all approvals required by law are obtained;
- (f) from the date on which the Offer was announced until the end of the Offer Period, there is no regulatory action which materially impacts on the Offer; and
- (g) from the date on which the Offer was announced until the end of the Offer Period, no change is made to any existing contract of service and no material claims or proceedings are brought against Mesa.

As at the date of this Target's Statement, Mesa is not aware of any act, omission, event or fact that would result in the failure of any of the conditions to the Offer.

6.3 Notice of Status of Conditions

Section 1.10(e) of Annexure A of the Bidder's Statement indicates that MRL will give a Notice of Status of Conditions to the ASX and Mesa on 7 May 2010.

MRL is required to set out in its Notice of Status of Conditions:

- whether the Offer is free of any or all of the conditions;
- whether, so far as MRL knows, any of the conditions have been fulfilled; and
- MRL's voting power in Mesa.

If the Offer Period is extended by a period before the time by which the Notice of Status of Conditions is to be given, the date for giving the Notice of Status of Conditions will be taken to be postponed for the same period. In the event of such an extension, MRL is

required, as soon as practicable after the extension, to give a notice to the ASX and Mesa that states the new date for the giving of the Notice of Status of Conditions.

If a condition is fulfilled (so that the Offer becomes free of that condition) during the bid period but before the date on which the Notice of Status of Conditions is required to be given, MRL must, as soon as practicable, give the ASX and Mesa a notice that states that the particular condition has been fulfilled.

6.4 Offer Period

Unless MRL's Offer is extended or withdrawn, it is open for acceptance from 12 April 2010 until 5.00pm AWST on 14 May 2010.

The circumstances in which MRL may extend or withdraw its Offer are set out in section 6.5 and section 6.6 respectively of this Target's Statement.

6.5 Extension of the Offer Period

MRL may extend the Offer Period at any time before giving the Notice of Status of Conditions (referred to in section 6.2 in this Target's Statement) while the Offer is subject to conditions. However, if the Offer is unconditional (that is, all the conditions are fulfilled or freed), MRL may extend the Offer Period at any time before the end of the Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:

- MRL improves the consideration offered under the Offer; or
- MRL's voting power in Mesa increases to more than 50%.

If either of these 2 events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

6.6 Withdrawal of Offer

MRL may not withdraw the Offer if you have already accepted it. Before you accept the Offer, MRL may withdraw the Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

6.7 Effect of acceptance

The effect of acceptance of the Offer is set out in section 1.6 of Annexure A of the Bidder's Statement. Mesa shareholders should read these provisions in full to understand the effect that acceptance will have on their ability to exercise the rights attaching to their Mesa Shares and the representations and warranties which they give by accepting of the Offer.

6.8 Your ability to withdraw your acceptance

You only have limited rights to withdraw your acceptance of the Offer.

You may only withdraw your acceptance of the Offer if MRL varies the Offer in a way that postpones, for more than one month, the time when MRL needs to meet its obligations under the Offer. This will occur if MRL extends the Offer Period by more than one month and the Offer is still subject to conditions.

6.9 When you will receive your consideration if you accept the Offer

In the usual case, you will be issued your consideration on or before the later of:

- one month after the date the Offer becomes or is declared unconditional; and
- one month after the date you accept the Offer if the Offer is, at the time of acceptance, unconditional,

but, in any event (assuming the Offer becomes or is declared unconditional), no later than 21 days after the end of the Offer Period.

However, there are certain exceptions to the above timetable for the issuing of consideration. Full details of when you will be issued your consideration are set out in section 1.7 of Annexure A of the Bidder's Statement.

6.10 Effect of an improvement in consideration on shareholders who have already accepted the Offer

If MRL improves the consideration offered under its takeover bid, all Mesa shareholders, whether or not they have accepted the Offer before that improvement in consideration, will be entitled to the benefit of that improved consideration.

6.11 Lapse of Offer

The Offer will lapse if the Offer conditions are not freed or fulfilled by the end of the Offer Period; in which case, all contracts resulting from acceptance of the Offer and all acceptances that have not resulted in binding contracts are void. In that situation, you will be free to deal with your Mesa Shares as you see fit.

6.12 Compulsory acquisition

MRL has indicated in section 6.4 of its Bidder's Statement that if it satisfies the required thresholds it intends to compulsorily acquire any outstanding Mesa Shares.

MRL will be entitled to compulsorily acquire any Mesa Shares in respect of which it has not received an acceptance of its Offer on the same terms as the Offer if, during or at the end of the Offer Period, MRL and its associates have a relevant interest in at least 90% (by number) of the Mesa Shares.

If this threshold is met, MRL will have one month after the end of the Offer Period within which to give compulsory acquisition notices to Mesa shareholders who have not accepted the Offer. Mesa shareholders have statutory rights to challenge the compulsory acquisition, but a successful challenge will require the relevant shareholder to establish to the satisfaction of a court that the terms of the Offer do not represent 'fair value' for their Mesa Shares. If compulsory acquisition occurs, Mesa shareholders who have their Mesa Shares compulsorily acquired are likely to be issued their consideration approximately 5 to 6 weeks after the compulsory acquisition notices are dispatched to them.

It is also possible that MRL will, at some time after the end of the Offer Period, become the beneficial holder of 90% of the Mesa Shares. MRL would then have rights to compulsorily acquire Mesa Shares not owned by it within 6 months of becoming the holder of 90%. MRL's price for compulsory acquisition under this procedure would have to be considered in a report of an independent expert.

7 Financial information and related matters

7.1 Financial information about Mesa

Mesa's financial report for the half-year ended 31 December 2009 was released on 16 March 2010 to ASX. Copies of the financial report are available on ASX's website at www.asx.com.au (ASX code: MAS).

(a) Highlights of the December 2010 half-year report

Net profit after tax attributable to Mesa for the half-year ended 31 December 2009 was \$378,508 (this was a turn around from the net loss after tax of \$376,038 recorded in 31 December 2008). The net profit for the half-year was a result of the first trial shipment of 24,003 tonnes (Mesa's share: 12,001 tonnes) of high grade manganese ore from Ant Hill.

The cash balances of Mesa for the half-year ended 31 December 2010 was \$2,368,068, which represents a 254% increase to the cash balance recorded on 30 June 2009. The improved cash position of Mesa is attributable to the share placement and rights issue undertaken by Mesa during the half-year as well as sales proceeds from the first trial shipment of manganese ore.

(b) Material post-31 December 2009 events

As at 31 December 2009, Mesa had 28,550,000 Mesa Options on issue. Since the announcement of MRL's Offer, some of the options have begun to reflect an in-the-money proposition and, if exercised, will generate a gain for option holders. Since 31 December 2009, 1,375,000 Mesa Options have been exercised at \$0.034 each for a total consideration of \$46,750.

If all of the remaining in-the-money Mesa Options are exercised, Mesa will receive approximately \$697,700 on payment of the exercise price by Mesa Option holders.

On 21 January 2010, the second trial shipment of 18,006 tonnes (Mesa's share: 9,003 tonnes) of manganese ore from Ant Hill was shipped to customers in China. The profit from this sale will be brought to account in the first quarter of 2010.

The Board is not aware of any other material events affecting Mesa since the release of the December 2010 half-year report.

7.2 Financial information about MRL

Please refer to section 7 of the Bidder's Statement for financial information about MRL.

8 Information relating to your directors

8.1 Interests and dealings in Mesa securities

(a) Interests in Mesa Shares and Options

As at the date of this Target's Statement, your directors had the following relevant interests in Mesa Shares and Mesa Options:

Director	Number of Mesa Shares	Number of Mesa Options
Norman Coldham-Fussell	2,718,335	-
Alan Scott	1,224,908	-
David Raymond Teplitzky	-	-
Marcel Edward Van de Velde	9,697,277	-
Warren Thomas Brown	16,804,782	-
Total	30,445,302	0

(b) **Dealings in Mesa Shares and Options**

No director of Mesa has acquired or disposed of a relevant interest in any Mesa Shares or Mesa Options in the 4 month period ending on the date immediately before the date of this Target's Statement, other Warren Brown who indirectly acquired:

- 200,000 Mesa Shares on 15 February 2010 acquired for the total consideration of \$9,800; and
- 200,000 Mesa Shares on 10 February 2010 acquired for the total consideration of \$10,137.50.

8.2 Interests and dealings in MRL securities

(a) **Interests in MRL securities**

As at the date immediately before the date of this Target's Statement, no Mesa director had a relevant interest in any MRL securities.

(b) **Dealings in MRL securities**

No director of Mesa acquired or disposed of a relevant interest in any MRL securities in the 4 month period ending on the date immediately before the date of this Target's Statement.

8.3 Benefits and agreements

(a) **Benefits in connection with retirement from office**

As a result of the Offer, no person has been or will be given any benefit (other than a benefit which can be given without member approval under the Corporations Act) in connection with the retirement of that person, or someone else, from a board or managerial office of Mesa or related body corporate of Mesa.

(b) Agreements connected with or conditional on the Offer

There are no agreements made between any director of Mesa and any other person in connection with, or conditional upon, the outcome of the Offer other than in their capacity as a holder of Mesa Shares or Mesa Options.

(c) Benefits from MRL

None of the directors of Mesa has agreed to receive, or is entitled to receive, any benefit from MRL which is conditional on, or is related to, the Offer, other than in their capacity as a holder of Mesa Shares or Mesa Options.

(d) Interests of Directors in contracts with MRL

None of the directors of Mesa has any interest in any contract entered into by MRL.

9 Additional information

9.1 Effect of the takeover on Mesa's material contracts

To the best of Mesa's knowledge, none of the material contracts to which Mesa is a party contain change of control provisions which may be triggered as a result of, or as a result of acceptances of, the Offer.

9.2 Extraordinary General Meeting

On 26 March 2010, an Extraordinary General Meeting (**EGM**) of Mesa's shareholders was held to vote on resolutions proposed by the Requisitioning Shareholders to remove four of Mesa's five directors and replace them with new directors nominated by the Requisitioning Shareholders. A majority of Mesa's shareholders voted against each of the resolutions proposed by the Requisitioning Shareholders.

Since the date of the EGM, one of the Requisitioning Shareholders, Mighty River International Limited (**Mighty River**), has increased its interest in Mesa to 19.03% (see section 9.6 of this Target's Statement for more details).

On 1 April 2010, Mesa received a request from Mighty River to call a general meeting of shareholders to consider resolutions to remove Norman Coldham-Fussell, Alan Scott, Warren Brown and Marcel Van De Velde as directors of Mesa and appoint Shane Hartwig, Guy Touzeau Le Page and Justin Brown as directors of Mesa. These are exactly the same resolutions as those considered and defeated at the EGM held on 26 March 2010.

Mesa is reviewing Mighty River's request to ensure that it complies with the Corporations Act and Mesa's constitution. If the request complies with the relevant requirements, Mesa will convene a meeting of Mesa's shareholders.

The Board remains of the view that the resolutions proposed are an attempt by Mighty River to gain control of Mesa (due to its nominated directors constituting a majority of the Board) without offering Mesa shareholders an appropriate premium for control. For this reason and for the reasons stated in the materials distributed in relation to the EGM held on 26 March 2010, the Board will recommend that Mesa shareholders vote against all of the resolutions proposed by Mighty River. If a meeting is held, the Board will provide further information about the proposed resolutions in a notice of meeting.

The Offer will proceed irrespective of whether or not Mighty River is successful in replacing the Board. MRL and Mesa announced that a condition to the Offer was that the Requisitioning Shareholders were not successful in their attempt to replace the Board at the EGM held on 26 March 2010. This condition has now been satisfied and does not cover any further attempts by Mighty River to replace the Board.

9.3 Bid implementation agreement

In the Bid Implementation Agreement, Mesa and MRL agreed to the following:

(a) **Conduct of the business**

Mesa has agreed to conduct its business in the usual and ordinary course during the Offer Period.

(b) **Break fee**

When payable

Mesa must pay MRL a break fee of \$610,000 in the event that:

- (1) a Proposal which results in a third party acquiring a relevant interest in more than 50.1% of all Mesa Shares;
- (2) a majority of Mesa directors withdraw, qualify or change their recommendation or determination to accept the Offer in a manner adverse to MRL; or
- (3) Mesa executes any agreement in relation to a Superior Proposal prior to the expiry of Offer Period.

Payment

If Mesa is obliged to pay the break fee to MRL, it must do so within five business days after the occurrence of any of the events described above.

(c) **Exclusivity**

Prohibition

From the date of the announcement of the Offer to the earlier of the termination of the Bid Implementation Agreement and the expiry of four months, Mesa must not approach or solicit inquiries from, or initiate discussions with, any other person in relation to a Proposal.

Obligation to notify

Mesa must advise MRL if it becomes aware of any third party commencing a due diligence investigation in relation to it.

(d) **Warranties**

The Bid Implementation Agreement contains representations and warranties by Mesa and MRL that are typical for an agreement of its nature, including general corporate warranties by both parties.

9.4 Material litigation

Mesa is involved in the following disputes which are material in the context of Mesa and its subsidiaries taken as a whole:

(a) **(Joint Venture Dispute):**

- (1) Mesa and Auvex are the owners of the Mesa Mining Joint Venture, based upon the Ant Hill and Sunday Hill mining leases in the East Pilbara. Auvex and Mesa are parties to the JV Agreement;
- (2) Mesa has claimed that Auvex is a defaulting party under clause 13.2(e) of the JV Agreement and that Auvex has offered to sell its participating interest in the Mesa Mining Joint Venture to Mesa; and
- (3) Auvex has continually disputed that it is a defaulting party under the JV Agreement; and

- (b) **(Utah Point Port)** Auvex and Mesa are in dispute regarding the port rights that Mesa has obtained at the Utah Point Port in Port Hedland in respect of whether those rights were obtained exclusively for Mesa or whether they were obtained by Mesa for and on behalf of the Mesa Mining Joint Venture.

Mesa was in negotiation for port access well before the JV Agreement was contemplated and has at all times maintained that this was its asset exclusively. Whilst it was contemplated under a now defunct Sales and Marketing Heads of Agreement with Auvex that Mesa would provide port access for Auvex joint venture ores it has always been insisted that this access would be as part of a sales agency arrangement and not as part of the joint venture arrangement between the parties;

9.5 Issued capital

As at the date of this Target's Statement, Mesa's issued capital consisted of:

- (a) 599,570,831 fully paid ordinary shares; and
- (b) 27,175,000 Mesa Options, consisting of:
- (1) 7,625,000 options exercisable at \$0.034 on or before 31 October 2010;
 - (2) 2,800,000 options exercisable at \$0.069 on or before 31 October 2010;
 - (3) 2,250,000 options exercisable at \$0.109 on or before 31 October 2010;
 - (4) 4,500,000 options exercisable at \$1.169 on or before 31 October 2010; and
 - (5) 10,000,000 options exercisable at \$0.03 on or before 31 December 2011.

9.6 Substantial holders

As at the date of this Target's Statement, Mighty River International Ltd have 114,094,255 Mesa Shares representing 19.03% of all Mesa Shares.⁵

9.7 Effect of Offer on Mesa Options

MRL is not offering to acquire Mesa Options. However, the Offer extends to any new Mesa Shares that are issued during the Offer Period as a result of the exercise of Mesa Options. Accordingly, Mesa Option holders may elect to exercise their Options before the expiry date of their Options, pay the relevant exercise price to Mesa and accept the Offer in respect of the Mesa Shares issued following the exercise of their Mesa Options.

9.8 Consents

Freehills has given, and has not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named in the Target's Statement as Mesa's Australian legal advisers in the form and context in which it is so named. Freehills has not advised on the laws of any foreign jurisdiction, and has not provided tax advice in relation to any jurisdiction. Freehills has not caused or authorised the issue of this Target's Statement, does not make or purport to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based, and takes no responsibility for any part of this Target's Statement other than any reference to its name.

⁵ Based on notice of change of interests of substantial shareholder provided to Mesa on 1 April 2010.

Azure Capital Pty Ltd has given, and has not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named in the Target's Statement as Mesa's corporate advisers in the form and context in which it is so named. Azure Capital has not caused or authorised the issue of this Target's Statement, does not make or purport to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based, and takes no responsibility for any part of this Target's Statement other than any reference to its name.

Advanced Share Registry Limited has given, and has not withdrawn before the lodgement of this Target's Statement with ASIC, its written consent to be named in the Target's Statement as Mesa's share registry in the form and context in which it is so named. Advanced Share Registry Limited has not caused or authorised the issue of this Target's Statement, does not make or purport to make any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based, and takes no responsibility for any part of this Target's Statement other than any reference to its name.

As permitted by ASIC Class Order 01/1543 this Target's Statement contains statements which are made, or based on statements made, in documents lodged by MRL with ASIC or given to the ASX, or announced on the Company Announcements Platform of the ASX, by MRL. Pursuant to the Class Order, the consent of MRL is not required for the inclusion of such statements in this Target's Statement. Any Mesa shareholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Offer Period by contacting the Mesa shareholder line on 1800 614 482 (for calls made from within Australia) or +61 (0)2 8256 3389 (for calls made from outside Australia). (Any telephone calls to these numbers may be recorded.)

As permitted by ASIC Class Order 03/635, this Target's Statement may include or be accompanied by certain statements:

- fairly representing a statement by an official person; or
- from a public official document or a published book, journal or comparable publication.

In addition, as permitted by ASIC Class Order 07/429, this Target's Statement contains share price trading data sourced from Bloomberg without its consent.

9.9 No other material information

This Target's Statement is required to include all the information that Mesa shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer, but:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in this Target's Statement; and
- only if the information is known to any director of Mesa.

The directors of Mesa are of the opinion that the information that Mesa shareholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offer is:

- the information contained in the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);
- the information contained in Mesa's releases to the ASX, and in the documents lodged by Mesa with ASIC before the date of this Target's Statement; and
- the information contained in this Target's Statement.

The directors of Mesa have assumed, for the purposes of preparing this Target's Statement, that the information in the Bidder's Statement is accurate (unless they have

expressly indicated otherwise in this Target's Statement). However, the directors of Mesa do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, the directors of Mesa have had regard to:

- the nature of the Mesa Shares;
- the matters that shareholders may reasonably be expected to know;
- the fact that certain matters may reasonably be expected to be known to shareholders' professional advisers; and
- the time available to Mesa to prepare this Target's Statement.

10 Glossary and interpretation

10.1 Glossary

The meanings of the terms used in this Target's Statement are set out below.

Term	Meaning
\$, A\$ or AUD	Australian dollar.
ASIC	Australian Securities and Investments Commission.
ASX	ASX Limited; the Australian Securities Exchange.
Auvex	Auvex Resources Limited.
Bid Implementation Agreement	the bid implementation agreement dated 21 March 2010 between MRL and Mesa.
Bidder's Statement	the bidder's statement of MRL dated 6 April 2010.
Board	the board of directors of Mesa.
CGT	capital gains tax.
CHESS Holding	a number of shares which are registered on Mesa's share register being a register administered by ASX Settlement and Transfer Corporation Pty Limited and which records uncertificated holdings of shares.

Term	Meaning
Corporations Act	the <i>Corporations Act 2001</i> (Cth) (as modified or varied by ASIC).
JV Agreement	the agreement entitled 'Farmin and Joint Venture Agreement' dated 29 April 2008 entered into between Auvex and Mesa.
Material Adverse Change	any one or more events, occurrences or matters which individually or when aggregated with all such events, occurrences or matters of a like kind or category, has a material adverse effect on the business, properties, financial condition, results, operations or prospects of Mesa, taken as a whole, other than to the extent that they result from an event, occurrence or matter which was announced to ASX or otherwise fairly disclosed to MRL in writing prior to the date on which the Offer was announced provided that any disclosure was full and fair (including, without limitation, in relation to the extent and magnitude of the event, change, condition, matter or thing, as the case may be) and was not, and is not likely to be, incomplete, incorrect, untrue, misleading or deceptive.
Merged Group	the combined businesses of MRL and Mesa, if the Offer is successful.
Mesa	Mesa Minerals Limited, ABN 38 009 113 160.
Mesa Option	an option to acquire an unissued Mesa Share.
Mesa Shares	fully paid ordinary shares of Mesa.
MRL	Mineral Resources Limited, ABN 33 118 549 910.
MRL Shares	fully paid ordinary shares of MRL.
Notice of Status of Conditions	MRL's notice disclosing the status of the conditions to the Offer which is required to be given by section 630(3) of the Corporations Act.
Offer or MRL's Offer	the offer by MRL for the Mesa Shares, which offer is contained in Annexure A of the Bidder's Statement.
Offer Period	the period during which the Offer will remain open for acceptance in accordance with section 1.3 of Annexure A of the Bidder's Statement.

Term	Meaning
Pre-Announcement Date	19 March 2010, being the last trading day before the announcement of the Offer.
Prescribed Occurrence	<p>the following occurrences (being the occurrences listed in section 652C of the Corporations Act):</p> <ol style="list-style-type: none"> 1 Mesa converting all or any of its shares into a larger or smaller number of shares under section 254H of the Corporations Act; 2 Mesa or a subsidiary of Mesa resolving to reduce its share capital in any way; 3 Mesa or a subsidiary of Mesa entering into a buyback agreement or resolving to approve the terms of a buyback agreement under subsections 257C(1) or 257D(1) of the Corporations Act; 4 Mesa or a subsidiary of Mesa making an issue of shares (other than shares issued as a result of the exercise of existing Options) or granting an option over its shares or agreeing to make such an issue or grant such an option; 5 Mesa or a subsidiary of Mesa issuing, or agreeing to issue, convertible notes; 6 Mesa or a subsidiary of Mesa disposing or agreeing to dispose, of the whole, or a substantial part, of its business or property; 7 Mesa or a subsidiary of Mesa charging, or agreeing to charge, the whole, or a substantial part, of its business or property; 8 Mesa or a subsidiary of Mesa resolving that it be wound up; 9 the appointment of a liquidator or provisional liquidator of Mesa or of a subsidiary of Mesa; 10 the making of an order by a court for the winding up of Mesa or of a subsidiary of Mesa; 11 an administrator of Mesa or of a subsidiary of Mesa being appointed under sections 436A, 436B or 436C of the Corporations Act; 12 Mesa or a subsidiary of Mesa executing an agreement of company arrangement; or 13 the appointment of a receiver, or a receiver and manager, other controller (as defined in the Corporations Act) or similar official in relation to the whole, or a substantial part, of the property of Mesa or of a subsidiary of Mesa.
Proposal	a proposal for a takeover bid, scheme of arrangement, capital reconstruction, purchase of main undertaking or other similar reorganisation for or in relation to Mesa.
Requisitioning Shareholders	the shareholders who requisitioned an extraordinary general meeting of Mesa, which was held on 26 March 2010.

Term	Meaning
Superior Proposal	a Proposal that the directors, acting in good faith and in order to satisfy what the Board considers to be their fiduciary or statutory duties, consider would, if completed substantially in accordance with its terms, result in a transaction more favourable to Mesa shareholders than the Offer.
Target's Statement	this document (including the attachments), being the statement of Mesa under Part 6.5 Division 3 of the Corporations Act.

10.2 Interpretation

In this Target's Statement:

- (1) other words and phrases have the same meaning (if any) given to them in the Corporations Act.
- (2) words of any gender include all genders.
- (3) words indicating the singular include the plural and vice versa.
- (4) an expression indicating a person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa.
- (5) a reference to a section, clause, attachment and schedule is a reference to a section of, clause of and an attachment and schedule to this Target's Statement as relevant.
- (6) a reference to any legislation includes all delegated legislation made under it and amendments, consolidations, replacements or re-enactments of any of them.
- (7) headings and bold type are for convenience only and do not affect the interpretation of this Target's Statement.
- (8) a reference to time is a reference to AWST.
- (9) a reference to dollars, \$, A\$, AUD, cents, ¢ and currency is a reference to the lawful currency of the Commonwealth of Australia.

11 Authorisation

This Target's Statement has been approved by a resolution passed by the directors of Mesa. All Mesa directors voted in favour of that resolution.

Signed for and on behalf of Mesa:

date 6 April 2010

sign here ▶ 

print name Alan Scott

position Managing Director & Chief Executive Officer



Mineral Resources Limited

Annexure A



22 March 2010

**MINERAL RESOURCES LIMITED ANNOUNCES TAKEOVER BID
FOR MESA MINERALS LIMITED**

Mineral Resources Limited (**MRL**) and Mesa Minerals Limited (**Mesa**) wish to announce that MRL intends to make a recommended off-market takeover bid (**Takeover Offer**) to acquire all of the issued shares in Mesa.

The Takeover Offer is **one (1) MRL Share for every 70.6 Mesa Shares**.

The Takeover Offer values each Mesa Share at \$0.1025, based on the last traded price of MRL Shares on the ASX on 19 March 2010 of \$7.24. This represents a 65% premium to the 30 day volume weighted average price of Mesa Shares on the ASX to 17 March 2010 of \$0.062.

MRL and Mesa have entered into a letter agreement in relation to the Takeover Offer under which the directors of Mesa have unanimously recommended the Takeover Offer and advised that they intend to accept the Takeover Offer in relation to the Mesa Shares held or controlled by them¹.

The Offer is conditional on either the withdrawal of all the resolutions to be considered at the extraordinary general meeting scheduled for 26th March 2010 or all of those resolutions being defeated at the meeting. Other conditions are set out in Annexure A of this announcement.

Highlights

The Takeover Offer provides valuable opportunities for both MRL and Mesa shareholders, in particular via the combination of MRL's plant construction expertise and its port management capabilities with Mesa's patented manganese processing technologies.

The Takeover Offer adds further near term manganese ore production to MRL's high quality portfolio of assets. Furthermore, MRL's expertise in project development and operation will assist in the development of the Ant Hill and Sunday Hill tenements.

Mesa shareholders are being offered a material premium to the trading price of Mesa shares, both current and prior to the extensive on market buying by some of the shareholders who have requisitioned the upcoming extraordinary general meeting. Accepting shareholders will also benefit from significantly higher liquidity in MRL's shares, as well as gaining exposure to MRL's growing number of producing and development projects.

Mesa shareholders will also retain an interest in the technology assets through their shares in MRL. Importantly, the value of the technology assets will be significantly enhanced by

¹ Subject to there being no Superior Proposal or some other reason in law requiring them to do otherwise.

MRL's construction expertise, strong balance sheet and supply of feedstock for the proposed secondary processing plant. The construction of the plant will unlock value for MRL by allowing currently unsaleable low grade manganese fines to be processed and sold as manganese sulphate.

MRL Chairman Peter Wade said "The integration of Mesa Minerals' manganese and technology assets into the Mineral Resources operations will provide a significant step in executing the strategy for Mineral Resources to become a volume based player in the steel making commodities business. Inclusion of the Mesa assets will enhance the already impressive inventory of resource assets held by Mineral Resources."

Mesa Minerals Chairman, Norman Coldham-Fussell, said "The Offer allows Mesa shareholders to continue to benefit from the development of its own projects and technology assets, while gaining exposure to a high growth, diversified and financially robust company which will apply its expertise to Mesa's assets. Mineral Resources is a profitable, dividend paying company, and joining with them offers excellent future value for our shareholders."

Additional Details

A break fee of \$610,000 is payable by Mesa to MRL in the event:

- (a) a competing proposal results in a third party acquiring a relevant interest in more than 50.1% of all Mesa Shares;
- (b) a majority of Mesa directors withdraw, qualify or change their recommendation or determination to accept the Takeover Offer in a manner adverse to MRL; or
- (c) Mesa executes any agreement in relation to a superior proposal prior to the expiry of the offer period for the Takeover Offer.

Mesa has also given MRL standard 'no shop' undertakings and has agreed to advise MRL, if any third party commences due diligence in relation to Mesa.

The Takeover Offer will extend to any additional Mesa Shares issued as a result of the conversion of existing convertible securities.

Further details of the Takeover Agreement between MRL and Mesa are included in Annexure A to this announcement.

MRL has retained Steinepreis Paganin as Legal Advisers. Mesa has retained Azure Capital Limited as Financial Advisers and Freehills as Legal Advisers.

Peter Wade
Managing Director
Mineral Resources Limited

Norman Coldham-Fussell
Chairman
Mesa Minerals Limited

About MRL

Mineral Resources Limited is an Australian ASX200 listed company operating a leading, integrated, Australian based mining services and processing business with operations in contract crushing, general mine services, infrastructure provision and recovery of base metal concentrate for export. Operations are supplemented by rehabilitation and sale of

heavy duty crushing and processing equipment, hire of engineering and crushing fleet plant and workshop manufacture of polyethylene pipe fittings and components.

Mineral Resources recently acquired 100% of Polaris Metals NL to expand its inventory of iron ore and manganese resources. Mineral Resources has a record of producing exceptional returns for shareholders by providing innovative solutions in its core business services.

About Mesa

Mesa Minerals Limited is a Western Australian based company listed on the Australian Stock Exchange under the code 'MAS'. Mesa owns 50% of the Mesa Mining Joint Venture, based upon the Ant Hill and Sunday Hill mining leases in the East Pilbara. Trial mining and shipments of high and medium grade direct shipping manganese ore have been successfully undertaken and approvals for commencement of regular mining at Ant Hill are at hand.

Mesa has also invested in economically and environmentally sustainable manganese processing technologies that allow the production of high value manganese products (including fertiliser, fungicide and electrolytic manganese dioxide) from low grade manganese ores. Mesa intention has been to use this technology to construct a manganese sulphate plant processing low grade otherwise unsaleable Ant Hill and Sunday Hill ore-fines. Mesa also intends to license its patented processes for use by third parties in non competitive applications.

ANNEXURE A – FURTHER DETAILS

CONDITIONS OF THE TAKEOVER OFFER

The Takeover Offer and any contracts resulting from acceptance of the Takeover Offer are subject to fulfilment of the following conditions:

1. **(Minimum Acceptance Condition)** that during, or at the end of, the Offer Period, MRL has acquired a relevant interest (as defined in the Corporations Act) in at least 50.1% of Mesa's fully paid, ordinary shares.
2. **(Minority Shareholder Action Defeated)** the withdrawal of all of the resolutions to be considered at the extraordinary general meeting of Mesa to be held on 26 March 2010 (**EGM**) or all of those resolutions being defeated at the EGM.
3. **(Material Adverse Change)** between the Announcement Date and the end of the Offer Period, no Material Adverse Change occurs, is discovered, announced, disclosed or otherwise becomes known to MRL (whether or not becoming public).
4. **(Prescribed Occurrences)** between the Announcement Date and the date that is three (3) business days after the end of the Offer Period, no Prescribed Occurrence occurs.
5. **(No Distributions)** between the Announcement Date and the end of the Offer Period (inclusive), Mesa does not announce, make, declare or pay any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie).
6. **(Approvals)** before the end of the Offer Period, all approvals that are required by law, any regulatory body, shareholders or any third party, as are necessary to permit the Takeover Offer to be lawfully made to and accepted by Mesa shareholders are granted, given, made or obtained on an unconditional basis, remain in full force and effect in all respects, and do not become subject to any notice, intimation or indication of intention to revoke, suspend, restrict, modify or not renew the same.
7. **(Regulatory action)** between the Announcement Date and the end of the Offer Period, inclusive:
 - (a) there is not in effect any preliminary or final decision, order or decree issued by any regulatory authority;
 - (b) no action or investigation is announced, commenced or threatened by any regulatory authority; and
 - (c) no application is made to any regulatory authority (other than by MRL or any associate of MRL),

in consequence of or in connection with the Takeover Offer (including, without limitation, an application to, or a decision or order of, ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act except where such inclusion is contrary to the Corporations Act or any other law or government policy) which restrains, prohibits or impedes, or materially impacts upon, or threatens to restrain, prohibit or impede, or materially impact upon, the making of the Takeover Offer or which requires the divestiture by MRL of any Mesa Shares or any material assets of Mesa or any subsidiary of Mesa.

8. **(Conduct of Mesa's business)** between the Announcement Date and the end of the Offer Period, none of Mesa, or any subsidiary of Mesa, without the written consent of MRL:
- (a) enters or agrees to enter into any contract of service or varies or agrees to vary any existing contract of service with any director or manager, or pays or agrees to pay any retirement benefit or allowance to any director, manager or other employee, or makes or agrees to make any substantial change in the basis or amount of remuneration of any director, manager or other employee, except:
 - (i) as required by law or provided under any superannuation, provident or retirement scheme as in effect on the Announcement Date; or
 - (ii) any action undertaken in accordance with contractual obligations that exist at the Announcement Date; or
 - (b) has threatened or commenced against it any material claims or proceedings in any court or tribunal.

The following definitions apply in this annexure:

Announcement Date means the date that MRL publicly announces the Takeover Offer.

ASIC means the Australian Securities and Investments Commission.

Corporations Act means the *Corporations Act 2001* (Cth).

Material Adverse Change means any one or more events, occurrences or matters which individually or when aggregated with all such events, occurrences or matters of a like kind or category, has a material adverse effect on the business, properties, financial condition, results, operations or prospects of Mesa, taken as a whole, other than to the extent that they result from an event, occurrence or matter which was announced to ASX or otherwise fairly disclosed to MRL in writing prior to the Announcement Date provided that any disclosure was full and fair (including, without limitation, in relation to the extent and magnitude of the event, change, condition, matter or thing, as the case may be) and was not, and is not likely to be, incomplete, incorrect, untrue, misleading or deceptive.

Mesa means Mesa Minerals Limited.

Mesa Share means a fully paid ordinary share in the capital of Mesa.

MRL means Mineral Resources Limited.

Offer Period means the period during which the Takeover Offer remains open.

Prescribed Occurrences means the following occurrences (being the occurrences listed in section 652C of the Corporations Act):

- (1) Mesa converting all or any of its shares into a larger or smaller number of shares under section 254H of the Corporations Act;
- (2) Mesa or a subsidiary of Mesa resolving to reduce its share capital in any way;
- (3) Mesa or a subsidiary of Mesa entering into a buyback agreement or resolving to approve the terms of a buyback agreement under subsections 257C(1) or 257D(1) of the Corporations Act;

- (4) Mesa or a subsidiary of Mesa making an issue of shares (other than shares issued as a result of the exercise of existing options) or granting an option over its shares or agreeing to make such an issue or grant such an option;
- (5) Mesa or a subsidiary of Mesa issuing, or agreeing to issue, convertible notes;
- (6) Mesa or a subsidiary of Mesa disposing or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- (7) Mesa or a subsidiary of Mesa charging, or agreeing to charge, the whole, or a substantial part, of its business or property;
- (8) Mesa or a subsidiary of Mesa resolving that it be wound up;
- (9) the appointment of a liquidator or provisional liquidator of Mesa or of a subsidiary of Mesa;
- (10) the making of an order by a court for the winding up of Mesa or of a subsidiary of Mesa;
- (11) an administrator of Mesa or of a subsidiary of Mesa being appointed under sections 436A, 436B or 436C of the Corporations Act;
- (12) Mesa or a subsidiary of Mesa executing an agreement of company arrangement; or
- (13) the appointment of a receiver, or a receiver and manager, other controller (as defined in the Corporations Act) or similar official in relation to the whole, or a substantial part, of the property of Mesa or of a subsidiary of Mesa.

Takeover Offer means the offer to be made by MRL under Chapters 6 to 6C of the Corporations Act under which MRL offers to acquire all the Mesa Shares.