



GRYPHON
MINERALS LIMITED

ASX: GRY
www.gryphonminerals.com.au

ASX Announcement
Friday, 30th July 2010

GRYPHON DECLARES SHIELD TAKEOVER OFFER UNCONDITIONAL

Highlights of the Offers

- Gryphon is offering one (1) Gryphon Share for every three (3) Shield shares (“Share Offer”)
- Gryphon is offering one (1) Gryphon Share for every eleven (11) 20 cent August 2011 Shield Option (“Shield Bid Options”), (“Option Offer”) (collectively the “Offers”)
- The Offers are unconditional
- Gryphon is offering accelerated payment terms of 7 business days on receipt of a valid acceptance
- Closing date of the Offers has been resolved to be extended to 16 August 2010
- Gryphon has a relevant interest of 42.9% in Shield, as at 29 July 2010
- The Offers are **unanimously recommended by the Shield board**

Gryphon Minerals Limited (**Gryphon**) (ASX:GRY) today declared its off market takeover offers for all of the fully paid ordinary shares in Shield Mining Limited (**Shield**) and all of the Shield Bid Options to be free of all defeating conditions. **The Offers are now unconditional.**

Gryphon has also resolved to extend the closing date of the Offers to **5.00pm (WST/Perth) Monday, 16 August 2010.**

As at 5.00pm (WST/Perth) Thursday, 29 July 2010, Gryphon had received acceptances for 42.9% of Shield’s shares and 45.4% of Shield’s 20 cent August 2011 options.

Gryphon will seek to complete the issue of Gryphon shares to Shield Shareholders and Shield Bid Optionholders who have already accepted the Offers by Tuesday, 10 August 2010, and will use its best endeavours to issue the Gryphon shares owed as consideration to Shield Shareholders and Shield Bid Optionholders who accept the Offers after the date of this announcement within **7 business days of acceptance.**

Gryphon encourages all remaining Shield Shareholders and Shield Bid Optionholders to **ACCEPT** Gryphon’s Offers and take advantage of the accelerated payment terms to become a Gryphon Shareholder for a number of reasons including:

- The transaction will create a well funded significant West African focused gold exploration Company
- Combined entity will hold a dominant and strategic land position of over 3,600km² in two highly prospective unexplored regions, Burkina Faso and Mauritania
- Inferred resource of 14Mt @ 2.4g/t for 1,100,000oz Gold at the Banfora Gold Project in Burkina Faso and Mauritania
- Drill ready targets at the Tijirit Project adjacent to Redback Mining’s world class Tasiast gold mine in Mauritania
- Large pipeline of highly prospective exploration targets
- Combined cash position of approximately A\$23 million enables aggressive exploration
- Strong Board and highly successful exploration team



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Gryphon Managing Director, Mr Steve Parsons said he is pleased with the level of acceptances so far and looked forward to welcoming all those Shield shareholders and option holders who have accepted the offer and those who are yet to accept, as shareholders of Gryphon.

“It is a really exciting time for both existing and new shareholders, as we expand our presence in West Africa”.

Shield Managing Director, Mr David Netherway said he encourages those Shield shareholders and options holders who are yet to accept the offer to take advantage of the accelerated settlement terms and become Gryphon Shareholders.

“Shield shareholders and Shield option holders have a wonderful opportunity to help create and be part of a significant West African gold exploration company and ultimately gold producer”.

Following this announcement is the notice given by Gryphon pursuant to Section 650F of the Corporations Act freeing the Offers of all defeating conditions.

Yours sincerely,

Steve Parsons
Managing Director

Information in this report from data collection to wireframe interpretation, at Nogbele and Fourkoura Prospects and geostatistical modelling calculations is based on work by Mr Sam Brooks which was reviewed by Mr Michael Fox. Mr Brooks is a full time employee of Gryphon Minerals, and a member of the AIG. Mr Fox is a full time employee of Gryphon Minerals and a member of the AIG with sufficient experience relevant to the style of mineralisation and type of deposit to qualify as competent person defined by the 2004 Edition of the “Australian Code for Reporting of Mineral Resources and Ore Reserves”. Mr Fox consents to the inclusion in this report of the matters based on information in the form and context in which it appears.

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves is based on information compiled by Mr Stephen Parsons, who is a Member of The Australasian Institute of Mining and Metallurgy. Mr Stephen Parsons is a full-time employee of the company. Mr Stephen Parsons has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the ‘Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves’. Mr Stephen Parsons consent to their inclusion in the report of the matters based on his information in the form and context in which it appears.

GRYPHON MINERALS LIMITED (ACN 107 690 657)

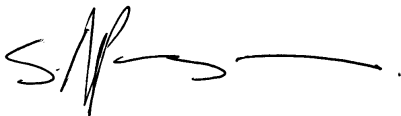
NOTICE FREEING TAKEOVER BID FROM CONDITIONS PURSUANT TO SECTION 650F OF THE
CORPORATIONS ACT

- To:
1. **Shield Mining Limited (ACN 108 267 063) (Shield).**
 2. **ASX Limited.**
 3. **The Australian Securities and Investments Commission.**

Gryphon Minerals Limited (ACN 107 690 657) (**Gryphon**) gives notice under Section 650F of the Corporations Act that:

- (a) the off-market takeover offer for all the fully paid, ordinary shares of Shield (**Share Offer**) made in its bidder's statement dated 30 June 2010 (**Bidder's Statement**) and each offer formed by acceptance of the Share Offer are free from the conditions set out in Section 1.10(a) of Annexure A of the Bidder's Statement;
- (b) the off-market takeover offer for all the Shield Bid Options (**Option Offer**) made in the Bidder's Statement and each offer formed by acceptance of the Option Offer are free from the conditions set out in Section 1.10(a) of Annexure B of the Bidder's Statement; and
- (c) at the date of this notice, the voting power of Gryphon in Shield is 42.9%.

Unless the context requires otherwise, defined terms in the Bidder's Statement have the same meaning in this Notice.



Stephen Parsons

Managing Director

Dated: 30 July 2010