



(UK REGISTRATION NUMBER 05277251 and ARBN 143 978 376)

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

in relation to an offer by GGG Resources plc to acquire
ALL of your ordinary shares in

AUZEX RESOURCES LIMITED

(ABN 74 106 444 606)

1. IMPORTANT INFORMATION

This document is a supplementary bidder's statement (**Second Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) and is supplementary to the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 15 April 2011 (**Original Bidder's Statement**) and the first supplementary bidder's statement dated and lodged with ASIC on 5 May 2011 (**First Supplementary Bidder's Statement**), each issued by GGG Resources plc (UK Registration Number 05277251 and ARBN 143 978 376) (**GGG**) in relation to its off-market takeover offer for all of the fully paid ordinary shares in the capital of Auzex Resources Limited (ABN 74 106 444 606) (**Auzex**) which GGG does not own (**Offer**).

This Second Supplementary Bidder's Statement was lodged with ASIC on 19 May 2011. Neither ASIC nor any of its officers takes any responsibility for the contents of this Second Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement must be read together with the Original Bidder's Statement and the First Supplementary Bidders Statement. If there is a conflict between the Original Bidder's Statement, the First Supplementary Bidders Statement and this Second Supplementary Bidder's Statement, this Second Supplementary Bidder's Statement will prevail. Terms defined in the Original Bidder's Statement have the same meaning in this Second Supplementary Bidder's Statement.

This document is important and should be read in its entirety. Please consult your legal, financial or other professional adviser if you do not fully understand the contents.

A copy of this Second Supplementary Bidder's Statement will be available on the Company's website (www.gggresources.com).

2. ADMISSION TO THE OFFICIAL LIST OF THE ASX

On 17 May 2011, GGG was admitted to the Official List of the ASX. Shares in the Company (in the form of CHESS Depository Interests (**CDIs**)) commenced quotation and trading on the ASX on Thursday 19 May 2011 at 12:30pm EST (10:30 WST) under the stock ticker code GGB.

Upon quotation of the CDIs, the total number of shares in the capital of the Company is 165,746,090, of which 20,322,500 shares will trade as CDIs on the ASX.

3. ACCEPTING THE OFFER

GGG securities are now quoted on ASX as well as AIM.

When accepting the Offer, Auzex Shareholders can elect to have the GGG Shares they receive as Offer Consideration registered on the Australian Share Register (which will be quoted on ASX) or the United Kingdom Share Register (which will be quoted on AIM).

Auzex Shareholders will by now have received the Original Bidder's Statement (and Acceptance Form). GGG encourages Auzex Shareholders to accept the Offer as soon as possible, by completing the Acceptance Form that was enclosed with the Original Bidder's Statement and send it to the address shown in the Acceptance Form. If Auzex Shareholders hold their shares in a CHESS Holding, they may accept the Offer by instructing their Controlling Participant (usually a broker) to do so on their behalf.

If you have any questions regarding the Offer, please call the GGG Offer Information Line on 1300 710 755 (local call charges apply) from within Australia or +61 2 8022 7902 (normal call charges apply) from outside Australia, or your professional financial advisor.

Auzex Shareholders who have already accepted the Offer are not required to take any further action.

DIRECTORS' AUTHORISATION

This supplementary bidder's statement is issued by the Company and its issue has been authorised by a resolution of the Directors.

In accordance with Section 645(2)(a)(ii) of the Corporations Act, each Director has approved the lodgement of this supplementary bidder's statement with the ASIC.



Signed for and on behalf of
GGG Resources plc
David McArthur
Director