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**15 June 2011**

**Caledon Resources plc  
(AIM: CDN, ASX: CCD)**

**Potential Acquisition – update on Chinese regulatory approvals and extension of Non-Solicitation Agreement**

**Introduction**

On 8 November 2010 the directors of Bidco, GRAM and Caledon announced that agreement in principle had been reached with GRAM on the terms of a Possible Acquisition of Caledon by Bidco, a wholly owned indirect subsidiary of GRAM. Further to the formal approval by the State-owned Assets Supervision and Administration Commission (“SASAC”) on behalf of the Guangdong Province announced on 11 April 2011, the parties are pleased to announce that GRAM has now received formal approval for the Potential Acquisition from; (i) the National Development and Reform Commission (“NDRC”) of China on behalf of the State Council; (ii) the Ministry of Commerce of China (“MOFCOM”); and (iii) the State Administration of Foreign Exchange of China (“SAFE”). Accordingly, all Chinese regulatory approvals have now been received.

**Extension of Non-Solicitation Agreement**

The non-solicitation agreement between Bidco, GRAM and Caledon that was signed on 20 April 2011 was due to expire today.

Following receipt of the approvals from the NDRC, MOFCOM and SAFE, Bidco, GRAM and Caledon have agreed to extend the Non-Solicitation Agreement. This is to enable the parties to work together to conclude any final steps prior to proceeding to an announcement by GRAM or Bidco of a firm intention to make an offer for Caledon pursuant to Rule 2.5 of the City Code on a recommended basis. The Non-Solicitation Agreement will now expire (i) on 6 July 2011 if the Acquisition Announcement has not been made by that date; or (ii) if the Scheme terminates or lapses in accordance with its terms or, as applicable, the Offer is withdrawn by Bidco (with the consent of the Panel, if required) or lapses or the Non-Solicitation Agreement is otherwise terminated in accordance with its terms.

**Status of pre-conditions**

The announcement of 8 November 2011 stated that any announcement by GRAM or Bidco of a firm intention to make an offer for Caledon pursuant to Rule 2.5 of the City Code was subject to satisfaction or waiver of a number of pre-conditions. Following the receipt of the above Chinese regulatory approvals, the following pre-conditions remain to be satisfied:

- i. the unanimous recommendation of the board of Caledon of the terms of any such offer, having been advised by RBC Capital Markets that the terms of such an offer are fair and reasonable; and
- ii. finalisation by GRAM of the terms of its financing for the Possible Acquisition.

Mr Li Jinming, Chairman of GRAM said:

“The receipt of the approvals represents another significant milestone in the Possible Acquisition. GRAM remains committed to working with Caledon to complete the Possible Acquisition as soon as possible.”

Mark Trevan, Managing Director of Caledon said:

“We are very pleased that GRAM has now received the necessary Chinese regulatory approvals. We continue to believe that GRAM’s Possible Acquisition would be very positive for Caledon’s shareholders and employees and we continue to work with GRAM to finalise the arrangements for the Possible Acquisition on a recommended basis.”

## **General**

All defined terms in this announcement shall have the same meaning as those contained in Caledon’s announcement of 8 November 2010 falling under Rule 2.4 of the City Code.

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*PricewaterhouseCoopers LLP, which is authorised and regulated in the United Kingdom by the Financial Services Authority is acting exclusively as financial adviser to GRAM and Bidco and no one else in connection with the Possible Acquisition and any subsequent Acquisition and will not be responsible to anyone other than GRAM and Bidco for providing the protections afforded to clients of PricewaterhouseCoopers LLP or for providing advice in relation to the Proposed Acquisition or any subsequent Acquisition or any other matters referred to in this announcement.*

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*The release, distribution or publication of this announcement in jurisdictions other than the UK may be restricted by law and therefore any persons who are subject to the laws of any jurisdiction other than the UK should inform themselves about and observe any applicable requirements. Copies of this announcement and any documentation relating to the Possible*

*Acquisition are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send such documents in or into or from a Restricted Jurisdiction. Any Acquisition, if it proceeds (unless otherwise determined by GRAM and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of the mails, or by any means of instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facilities of a national securities exchange of any Restricted Jurisdiction, and such acquisition will not be capable of acceptance from or within any Restricted Jurisdiction.*

*CDI Holders and persons in, or resident in, Australia should note that any Scheme will be exempt from the requirement to issue a prospectus under sections 1012A, 1012B and 1012C of the Corporations Act 2001 (Cth) of Australia, pursuant to the provisions of the Australian Securities and Investments Commission (ASIC) Class Order 07/9 ("Prospectus relief for foreign schemes of arrangement and PDS relief for Pt 5.1 schemes and foreign schemes of arrangement").*

*This announcement, including information included or incorporated by reference in it, contains "forward-looking statements" concerning Caledon, Bidco, GRAM and its and their respective subsidiaries. Generally, the words "will", "may", "should", "could", "continue", "believes", "expects", "intends", "anticipates" or similar expressions identify forward-looking statements. The forward-looking statements involve risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond the abilities of GRAM and Caledon to control or estimate precisely, such as future market conditions and behaviours of other market participants, and therefore undue reliance should not be placed on such statements. GRAM and Caledon assume no obligation, and do not intend, to update these forward-looking statements, except as required pursuant to applicable law.*

*This announcement is not intended to and does not constitute or form any part of an offer to sell or an invitation to purchase or the solicitation of an offer to subscribe for any securities or the solicitation of any vote or approval in any jurisdiction pursuant to the Possible Acquisition, any subsequent Acquisition or otherwise. If it proceeds, any Acquisition will be made solely on the terms set out in the Scheme Document.*

*The Bidco Directors and the GRAM Directors accept responsibility for the information contained in this announcement relating to GRAM, the GRAM Group, the GRAM Directors and members of their immediate families, related trusts and persons connected with them (within the meaning of section 252 of the Act).*

*To the best of the knowledge and belief of each of the Bidco Directors and the GRAM Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.*

*The Caledon Directors accept responsibility for the information contained in this announcement other than information relating to GRAM, the GRAM Group, the GRAM Directors and members of their immediate families and persons connected with them (within the meaning of section 252 of the Act).*

*To the best of the knowledge and belief of the Caledon Directors (each of whom has taken all reasonable care to ensure that such is the case), the information contained in this announcement for which they are responsible is in accordance with the facts and does not omit anything likely to affect the import of such information.*

**Disclosure requirements of the City Code**

*Under Rule 8.3(a) of the City Code, any person who is interested in one per cent. or more of any class of relevant securities of an offeree company or of any paper offeror (being any offeror other than an offeror in respect of which it has been announced that its offer is, or is likely to be, solely in cash) must make an Opening Position Disclosure following the commencement of the Offer Period and, if later, following the announcement in which any paper offeror is first identified.*

*An Opening Position Disclosure must contain details of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror(s). An Opening Position Disclosure by a person to whom Rule 8.3(a) applies must be made by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the commencement of the Offer Period and, if appropriate, by no later than 3.30 p.m. (London time) on the 10<sup>th</sup> business day following the announcement in which any paper offeror is first identified. Relevant persons who deal in the relevant securities of the offeree company or of a paper offeror prior to the deadline for making an Opening Position Disclosure must instead make a Dealing Disclosure.*

*Under Rule 8.3(b) of the City Code, any person who is, or becomes, interested in one per cent. or more of any class of relevant securities of the offeree company or of any paper offeror must make a Dealing Disclosure if the person deals in any relevant securities of the offeree company or of any paper offeror. A Dealing Disclosure must contain details of the dealing concerned and of the person's interests and short positions in, and rights to subscribe for, any relevant securities of each of (i) the offeree company and (ii) any paper offeror, save to the extent that these details have previously been disclosed under Rule 8. A Dealing Disclosure by a person to whom Rule 8.3(b) applies must be made by no later than 3.30 p.m. (London time) on the business day following the date of the relevant dealing.*

*If two or more persons act together pursuant to an agreement or understanding, whether formal or informal, to acquire or control an interest in relevant securities of an offeree company or a paper offeror, they will be deemed to be a single person for the purpose of Rule 8.3.*

*Opening Position Disclosures must also be made by the offeree company and by any offeror and Dealing Disclosures must also be made by the offeree company, by any offeror and by any persons acting in concert with any of them (see Rules 8.1, 8.2 and 8.4).*

*Details of the offeree and offeror companies in respect of whose relevant securities Opening Position Disclosures and Dealing Disclosures must be made can be found in the Disclosure Table on the Panel's website at [thetakeoverpanel.org.uk](http://thetakeoverpanel.org.uk), including details of the number of relevant securities in issue, when the Offer Period commenced and when any offeror was first identified.*

*If you are in any doubt as to whether you are required to make an Opening Position Disclosure or a Dealing Disclosure, you should contact the Panel's Market Surveillance Unit on +44 (0)20 7638 0129.*