

13 July 2012

Company Announcements Platform  
ASX Limited  
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**SYDNEY NSW 2000**

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Darren Pereira  
TCY:DAP:12650014

Dear Sir/Madam

**Takeover offer by LionGold Corp Ltd for Castlemaine Goldfields Limited (ASX:CGT)  
Second Supplementary Bidder's Statement**

We act for LionGold Corp Ltd (**LionGold**) in relation to its off-market takeover bid for all the shares in Castlemaine Goldfields Limited.

In accordance with section 647(3)(b) of the *Corporations Act 2001* (Cth), we **enclose** LionGold's second supplementary bidder's statement dated 13 July 2012, which supplements LionGold's bidder's statement dated 13 June 2012 and first supplementary bidder's statement dated 10 July 2012.

If you have any queries, please contact Toby Yiu on (02) 8083 0494.

Yours sincerely



**HOLDING REDLICH**

Enclosures: 1

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# Second Supplementary Bidder's Statement

## 1 INTRODUCTION

This document is the second supplementary bidder's statement (**Second Supplementary Bidder's Statement**) to the bidder's statement dated 13 June 2012 (**Bidder's Statement**) and first supplementary bidder's statement dated 10 July 2012 (**First Supplementary Bidder's Statement**) issued by LionGold Corp Ltd (**LionGold**) in relation to its off-market takeover bid for all the shares in Castlemaine Goldfields Limited (**Castlemaine**). This Second Supplementary Bidder's Statement is dated 13 July 2012.

This Second Supplementary Bidder's Statement supplements and should be read together with the Bidder's Statement and First Supplementary Bidder's Statement. A copy of this Second Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents. Capitalised terms in this Second Supplementary Bidder's Statement have the same meaning in the Bidder's Statement unless the context requires otherwise.

## 2 APPROVAL FOR LISTING AND QUOTATION OF THE LIONGOLD SHARES TO BE ISSUED AS THE OFFER CONSIDERATION

On 10 July 2012 LionGold received in-principle approval from the SGX for the listing and quotation of 60,687,446 LionGold Shares to be issued as Offer Consideration.

The approval is subject to:

- (a) compliance with the listing requirements of the SGX; and
- (b) LionGold's obligations under SGX Listing Rule 864(4) to notify the SGX immediately upon any significant change affecting any matter contained in LionGold's application or which would be required to be included in the application if it had arisen before the application was submitted.

As at the date of this Second Supplementary Bidder's Statement LionGold is not aware of any information that has arisen which would trigger the latter requirement.

Offer Condition (f), as detailed in Section 11.5(f) of the Bidder's Statement, provides that the Offer is subject to the fulfilment of a condition that:

*"During the period from the Execution Date to the end of the Offer Period LionGold receives all approvals which are required by law or by any Government Agency:*

- (i) to permit the Offers to be made to and accepted by Castlemaine Shareholders; or*
- (ii) as a result of the Offers or the successful acquisition of the Castlemaine Shares and which are necessary for the continued operation of the business of Castlemaine and its subsidiaries or of LionGold and its subsidiaries,*

*and those Approvals are on an unconditional basis and remain in force in all respects and there is no notice or indication of intention to revoke, suspend,*

*restrict, modify or not renew those Approvals. This includes LionGold receiving the approval of the SGX for the listing and quotation of the LionGold Shares to be issued as Offer Consideration.”*

LionGold advises that the receipt of the approval in principle from SGX satisfies part of the above Offer Condition (specifically, the final sentence of that Offer Condition dealing with the listing and quotation of the LionGold Shares to be issued as Offer Consideration). However, the Offer Condition has not been waived or otherwise fulfilled as at the date of this Second Supplementary Bidder's Statement and, therefore, the Offer otherwise remains subject to this Offer Condition and the other Offer Conditions.

**APPROVAL OF SECOND SUPPLEMENTARY BIDDER'S STATEMENT**

This Second Supplementary Bidder's Statement has been approved by a unanimous resolution passed by all the directors of LionGold.

Signed for and on behalf of LionGold by:



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Wong Choy Yin  
Director

Dated: 13 July 2012