

SUPPLEMENTARY BIDDER'S STATEMENT

by Baru Resources Limited (ACN 147 324 847) in respect of the Offers to acquire all of the ordinary shares of Argosy Minerals Limited (ACN 073 391 189)

1 INTRODUCTION

This document is a supplementary bidder's statement (**Supplementary Bidder's Statement**) by Baru Resources Limited (**Baru**) dated 3 October 2013 prepared pursuant to section 643 of the Corporations Act in relation to the off-market takeover offer by Baru to acquire all of the issued shares in **Argosy Minerals Limited (Argosy)** as set out in Baru's Bidder's Statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 28 August 2013 (**Original Bidder's Statement**).

This Supplementary Bidder's Statement has been prepared by Baru to ensure that full information has been provided to Argosy shareholders in respect of the Offers made by Baru.

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 3 October 2013. Neither the ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement.

This Supplementary Bidder's Statement supplements, and must be read together with, the Original Bidder's Statement.

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

2 STATUS OF OFFERS

The Offers made pursuant to the Bidder's Statement was subject to various defeating conditions.

On 17 September 2013 Baru freed the Offers from all remaining defeating conditions and the Offers thereby became unconditional.

As the Offers are now free of defeating conditions Baru will now be processing all acceptances received in accordance with the terms of the Bidder's Statement.

As at 1 October 2013, Baru has Voting Power in Argosy of 71.08% and accordingly Baru has now acquired a controlling interest in Argosy.

3 EXTENSION OF OFFERS

The Offers have been extended by a period of four weeks to 5.00pm (Perth time) 31 October 2013.

4 BOARD AND MANAGEMENT OF BARU AND ARGOSY

As a consequence of Baru gaining control of Argosy the following changes have been implemented to the Baru Board:

- Peter Avery has been appointed as Executive Chairman of Baru;
- Danie Van Den Bergh has been appointed as a Director of Baru;
- Philip Thick has been appointed as Director of Baru.

5 INFORMATION IN RELATION TO THE BIDDER

Since the dispatch of the Bidder's Statement Baru has released to ASX the following announcements:

03/09/2013	Becoming a substantial holder for AGY
06/09/2013	Target Statement AGY
06/09/2013	Appendix 3B
09/09/2013	Change in substantial holding for AGY
10/09/2013	Notice provided to Argosy Minerals Limited
11/09/2013	Change in substantial holding for AGY
12/09/2013	Change in substantial holding for AGY
13/09/2013	Change in substantial holding for AGY
13/09/2013	Change in substantial holding for AGY
17/09/2013	Change in substantial holding for AGY
17/09/2013	Takeover Declared Unconditional
17/09/2013	Change in substantial holding for AGY
19/09/2013	Change in substantial holding for AGY
23/09/2013	Change in substantial holding for AGY
23/09/2013	Appendix 3B
26/09/2013	Change in substantial holding for AGY
26/09/2013	Notice provided to Argosy Minerals Limited
27/09/2013	Change in substantial holding for AGY
30/09/2013	Change in substantial holding for AGY

30/09/2013	Annual Report
01/10/2013	Notice of Variation – Extension of the Offer Period
02/10/2013	Change in substantial holding for AGY

Pursuant to section 712 of the Corporations Act these announcements have been lodged with ASIC and are incorporated into this Supplementary Bidder's Statement. A full copy of the announcements can be obtained free of charge from Baru during the Offer Period and are also available on the ASX website. If any person receiving the Offer requires any further information in relation to Baru the directors recommend that they take advantage of the ability to inspect or obtain copies of these documents.

6 ACCEPTANCE OF OFFER

Now that Baru has a controlling interest in Argosy and has declared the offer free from all defeating conditions Baru urges all Argosy shareholders who have not already done so to accept the offer before the closing date (which is currently 5.00pm Perth time 31 October 2013).

If you do not accept the Offer or sell your Argosy Shares and Baru acquires a Relevant Interest in at least 90% of Argosy Shares, Baru will proceed to compulsorily acquire your Argosy Shares.

In the event that Baru acquires a Relevant Interest of less than 90% of Argosy Shares and you do not accept the Offer or sell your Argosy Shares, you will remain a shareholder in Argosy. In these circumstances, you will be a minority shareholder in what may be a less liquid stock. Further, if Argosy ceases to have the required spread of shareholders as required under the ASX Listing Rules or does not otherwise comply with the requirements of the ASX Listing Rules necessary to maintain its listing, Argosy may make an application to be removed from the Official List of ASX.

A further Acceptance Form will be mailed to all Argosy shareholders who have not yet accepted the Offer with a copy of this Supplementary Bidder's Statement.

Signed for and on behalf of Baru Resources Limited



Melanie Leydin
Company Secretary