



UCL Resources Limited

A.B.N. 40 002 118 872

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Suite 502, Level 5, 285 George Street
Sydney NSW 2000
Australia

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23 August 2013

ASX Market Announcements
Australian Stock Exchange

COMPULSORY ACQUISITION OF UCL SHARES

UCL Resources Limited (ASX:UCL) advises that it has now received from Mawarid Mining LLC, the Master Share Transfer Form and Consideration to be distributed to former shareholders.

Attached is a copy of the Letter to Former Shareholders and a sample of the Compulsory Acquisition – Cash Proceeds Claim Form that has been issued to all former shareholders who have had their shares acquired under the compulsory acquisition process.

Yours faithfully

Stephen Wainwright
Company Secretary
UCL Resources Limited



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22 August 2013

Dear former shareholder of UCL Resources Limited,

COMPULSORY ACQUISITION OF YOUR UCL SHARES

As outlined in its letter dated 27 June 2013, Mawarid Mining LLC (**Mawarid**) exercised its right to compulsorily acquire all remaining shares in UCL Resources Limited (**UCL**) following the close of its on-market takeover bid for UCL.

According to the register of members of UCL, you were a holder of UCL shares on the date of the compulsory acquisition. Mawarid has compulsorily acquired those UCL shares and you are no longer a UCL shareholder.

Mawarid issued the same consideration for your UCL shares as the consideration that it offered under the takeover bid, namely A\$0.31 for each UCL share that you held.

In accordance with the compulsory acquisition provisions of the *Corporations Act 2001* (Cth), Mawarid paid all consideration for compulsorily acquired shares to UCL. UCL is currently holding the consideration for your compulsorily acquired shares on trust for you, pending your instructions as to how it is to be dealt with.

The consideration that you are entitled to for your compulsorily acquired shares is set out in the **attached** claim form.

So that UCL can transfer to you the consideration that it holds on your behalf, please complete the claim form and return it to UCL's share registry, Link Market Services Limited, in accordance with the instructions on the form.

If you have any queries, please contact UCL's company secretary, Stephen Wainwright, on +61 2 9279 1760, or Link Market Services Limited on +61 7 3320 2200.

Yours faithfully,

Ian W Ross
Chairman



Securityholder Reference Number/
Holder Identification Number

COMPULSORY ACQUISITION – CASH PROCEEDS CLAIM FORM

This document is important and requires your immediate attention. If you are in any doubt as to how to deal with it, you should consult your financial, legal or professional adviser immediately.

Use this Claim Form to obtain the cash amount to which you are entitled following the compulsory acquisition of your Shares in UCL Resources Limited ("UCL") by Mawarid Mining LLC ("Mawarid").

A Direction Notice

Number of your UCL Shares acquired by Mawarid	Cash consideration payable to you at A\$0.31 per UCL Share

I/We, the person(s) named above, refer to the letter from UCL dated 22 August 2013 and:

- (a) instruct UCL to pay to me/us the consideration due to me/us for the compulsory acquisition of my/our UCL Shares by Mawarid, as specified above, by sending a cheque for such amount(s) made payable to me/us by ordinary mail (or in the case of an address outside Australia, by airmail);
- (b) confirm to UCL that the address to which my/our consideration is to be remitted is:
 - i. the same as in the UCL register immediately before the transfer of my/our UCL Shares to Mawarid (specified above); or
 - ii. as follows (only complete if your address has changed); and

Insert new address (if applicable):

Note: If you have provided a new address, you must provide certified copies of supporting documents, such as a driver's licence and council rates notices or utility statements that show your new address and your former address as recorded on the UCL register.

- (c) agree that the payment of the consideration set out above by posted cheque will be a complete release and discharge of all obligations of Mawarid and UCL to me/us in respect of the consideration for the compulsory acquisition of my/our UCL Shares by Mawarid and that UCL, Mawarid and Link Market Services Limited ("Link") will not be responsible for any loss of documents in the ordinary course of post.

Please see overleaf for instructions on how to complete this Claim Form and then sign and date here and provide details of a telephone number where you can be contacted during business hours.

B Contact details

Telephone Number

()

Contact Name (PRINT)

Date

/ /

C Signature(s) – To be completed by the former Shareholder

Shareholder 1 (Individual)

Sole Director & Sole Company Secretary

Shareholder 2 (Individual)

Secretary/Director (delete one)

Shareholder 3 (Individual)

Director



COMPULSORY ACQUISITION – CASH PROCEEDS CLAIM FORM

Instructions for completion of this Claim Form

1. Read this form carefully.
2. If your address has changed from the address specified on this form, complete your address details in the space provided in paragraph (b) of the Claim Form.

If you have inserted new address details in the space provided in paragraph (b), you must provide certified copies of supporting documents, such as a driver's licence, council rates notices or utility statements that show your new address and your former address as recorded on the UCL register.

3. Sign and date this form in the space provided.

(a) Individuals

A single signature is required from the Shareholder.

(b) Joint Holders

All joint former holders must sign this Claim Form.

(c) Corporations

This Claim Form must be signed by:

- two directors or a director and company secretary;
- where the company has a sole director and there is no company secretary, or where the sole director is also the sole company secretary, that director may sign alone; or
- a duly appointed attorney.

(d) Power of Attorney and Deceased Estates

If this Claim Form is signed under power of attorney, or by the executors of a deceased estate, or by the administrators, the relevant power of attorney, certified copies of probate or letters of administration, together with any other documents required by law, must be attached.

If this Claim Form is signed under power of attorney, the attorney declares that they have no notice of revocation of that power.

(e) Trust or Partnership

The signatory must produce the trust instrument, partnership agreement or other authority (or a certified copy of it) to act in that capacity acceptable to Link.

4. Return this form (properly completed, signed and dated) and any other documents required by these instructions in the enclosed reply paid envelope or deliver to:

Postal Address:

Link Market Services Limited
UCL Resources Limited Takeover
Attention: Dissenting Shareholders Department
Locked Bag A14
Sydney South NSW 1235
Australia

Hand Delivery:

Link Market Services Limited
UCL Resources Limited Takeover
Attention: Dissenting Shareholders Department
1A Homebush Bay Drive
Rhodes NSW 2138
Australia

Queries

If you have any queries in relation to this Claim Form or in relation to the compulsory acquisition of the UCL Shares formerly held by you, please call UCL on +61 2 9279 1760.

Privacy Statement

Information that you supply in this Claim Form will be used by UCL, Mawarid and Link for the primary purpose of providing you with the consideration to the compulsory acquisition of your UCL Shares. This information may be disclosed to Mawarid and UCL's professional advisers, printing and mailing providers and other third parties in connection with that payment. If you fail to supply the requested information, UCL may not be able to provide the relevant consideration to you. You have rights to access the personal information you have supplied. Please see Link's privacy policy on its website www.linkmarketservices.com.au.