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5 May 2011

Your Ref: Ms Elizabeth Harris  
Our Ref: DAN:RCS:3070-2  
Contact: Roger Steinpreis  
Partner  
roger@steinpag.com.au

ASX Limited  
Level 8, Exchange Plaza  
2 The Esplanade  
PERTH WA 6000

**By Hand and Email**

**Attention: Ms Elizabeth Harris**

Dear Ms Harris

**OFF-MARKET TAKEOVER OFFER BY GGG RESOURCES PLC FOR ALL OF THE ORDINARY SHARES IN AUZEX RESOURCES LIMITED**

**FIRST SUPPLEMENTARY BIDDER'S STATEMENT**

On behalf of GGG Resources plc (UK Registration Number 05277251 and ARBN 143 978 376) (**GGG**), we enclose pursuant to section 647(3)(b) of the *Corporations Act 2001* (Cth) (**Corporations Act**) a copy of GGG's first supplementary bidder's statement dated 5 May 2011 made under section 643 of the *Corporations Act*, which is supplementary to GGG's bidder's statement dated and lodged with the ASIC on 15 April 2011.

Yours faithfully

**STEINPREIS PAGANIN**

Encl.

# GGG Resources plc

(UK REGISTRATION NUMBER 05277251 and ARBN 143 978 376)

## FIRST 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)

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#### 1. IMPORTANT INFORMATION

This document is the first supplementary bidder's statement dated 5 May 2011 (**Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) 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 Supplementary Bidder's Statement is supplementary to and should be read together with the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 15 April 2011 (**Original Bidder's Statement**) issued by GGG.

This Supplementary Bidder's Statement was lodged with ASIC on 5 May 2011. Neither ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement.

This Supplementary Bidder's Statement must be read together with the Original Bidder's Statement. If there is a conflict between the Original Bidder's Statement and this Supplementary Bidder's Statement, this Supplementary Bidder's Statement will prevail. Terms defined in the Original Bidder's Statement have the same meaning in this 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 Supplementary Bidder's Statement will be available on the Company's website ([www.gggresources.com](http://www.gggresources.com)).

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## **2. CONDITIONAL APPROVAL FOR ADMISSION TO THE OFFICIAL LIST OF THE ASX**

### **2.1 Admission to the Official List of the ASX**

On 4 May 2011, GGG received formal conditional approval from ASX to be admitted to the Official List of the ASX.

GGG is now in the process of fulfilling the conditions the subject of ASX's approval. Subject to receipt of ASX's final approval, GGG anticipates that the ordinary shares to be issued under GGG's Australian offering (in the form of CDIs) will commence trading on the ASX in mid-to-late May.

### **2.2 Takeover offer**

If GGG becomes admitted to the Official List of the ASX, GGG will be listed 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 or the United Kingdom Share Register.

If GGG is not admitted to the Official List of the ASX during the Offer Period, Auzex shareholders who accept the Offer, will be deemed to have elected to receive, and will be issued with, GGG Shares registered on the United Kingdom Share Register, even if they elected to receive GGG Shares registered on the Australian Share Register.

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**3. 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.



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