

7 August 2014

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**FOR IMMEDIATE RELEASE**

ASX Market Announcements Office  
ASX Limited

Dear Sir / Madam

**Takeover bid by Ochre Industries Pty Limited for Gondwana Resources Limited**

We act for Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**).

On 19 June 2014, Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**), a wholly owned subsidiary of Ochre Group Holdings Limited ACN 008 877 745, lodged with ASIC its bidder's statement in relation to its off-market bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (**Bidder's Statement** and **Gondwana**, respectively) and on 2 July 2014 lodged with ASIC its first supplementary bidder's statement (**First Supplementary Bidder's Statement**).

**Enclosed** with this letter are:

- (a) a notice to extend the offer period pursuant to section 650D(1) of the Act dated 7 August 2014 (**Notice to Extend the Offer Period**); and
- (b) a notice to extend the date for giving the notice of status of conditions pursuant to section 630(2) of the Act dated 7 August 2014 in accordance with section 630(5)(b) of the Act.

As required by section 650D(1)(c) of the Act, a copy of the enclosed Notice to Extend the Offer Period will be sent to the Target and to everyone to whom offers were made under the bid.

Yours faithfully

**MINTER ELLISON**



**Ron Forster**  
Partner

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Our reference: RWF:1076917

**MINTER ELLISON GROUP AND ASSOCIATED OFFICES**

ADELAIDE AUCKLAND BEIJING BRISBANE CANBERRA DARWIN GOLD COAST HONG KONG  
LONDON MELBOURNE PERTH SHANGHAI SYDNEY ULAANBAATAR WELLINGTON



*CORPORATIONS ACT 2001 (CTH)*

NOTICE BY

OCHRE INDUSTRIES PTY LIMITED ACN 162 416 408

UNDER SECTION 650D

**SECOND EXTENSION OF OFFER PERIOD**

**TO:** Australian Securities and Investments Commission

Australian Securities Exchange Limited

Gondwana Resources Limited ABN 72 008 915 311

Each holder of Gondwana shares to whom the Offer referred to below has been made

This is a notice given by Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**) in relation to the offer made under its off-market takeover bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (the **Offer**) pursuant to its bidder's statement dated 19 June 2014 as supplemented by its first supplementary bidder's statement dated 2 July 2014 (together the **Bidder's Statement**).

Ochre has previously issued a notice dated 24 July 2014 in accordance with section 650D(1) of the *Corporations Act 2001* (Cth) (**Act**), to extend the Offer Period to Thursday, 21 August 2014.

In accordance with section 650D(1) of the Act, Ochre gives notice that it varies the Bidder's Statement (as varied by the notice dated 24 July 2014) and the Offer by:

- (a) extending the period during which the Offer will remain open so that **the offer will now close at 5.00pm (AWST) on Monday, 1 September 2014** (unless further extended);
- (b) varying the offer closing date where referred to as "21 August 2014" to "1 September 2014" throughout the Bidder's Statement and in particular at:
  - (i) page 1 'Key Dates' of the Bidder's Statement;
  - (ii) page 4 'Offer Period' of the Bidder's Statement;
  - (iii) page 7 'When does the Offer open and close' of the Bidder's Statement; and
  - (iv) sections 11.4(b), 11.16(b), 11.17 and 11.18(b), of the Bidder's Statement.

Unless the context otherwise requires, defined terms in this notice have the same meaning as in the Bidder's Statement. A copy of this notice was lodged with ASIC today, 7 August 2014. ASIC takes no responsibility for the contents of this notice.

**DATE:** 7 August 2014

**APPROVED** for and on behalf of Ochre Industries Pty Limited pursuant to a unanimous resolution passed at a meeting of directors held on 7 August 2014. This document is approved in accordance with section 650D(3A) of the Corporations Act as amended by ASIC Class Order 13/521.



*CORPORATIONS ACT 2001 (Cth)*

NOTICE BY

OCHRE INDUSTRIES PTY LIMITED ACN 162 416 408

UNDER SECTION 630

**SECOND EXTENSION OF DATE OF NOTICE OF STATUS OF CONDITIONS**

**TO:**

Australian Securities Exchange Limited

Gondwana Resources Limited ABN 72 008 915 311

This is a notice given by Ochre Industries Pty Limited ACN 162 416 408 (**Ochre**) in relation to the offer made under its off-market takeover bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Gondwana**) (the **Offer**) pursuant to its bidder's statement dated 19 June 2014 as supplemented by its first supplementary bidder's statement dated 2 July 2014 (together the **Bidder's Statement**).

Ochre has previously issued a notice dated 24 July 2014 in accordance with section 630(2) of the *Corporations Act 2001* (Cth) (**Act**), to extend the date of notice of status of conditions to Monday, 11 August 2014.

Ochre states, pursuant to section 630(2) of the *Corporations Act 2001* (Cth) that:

1. the period during which the offers under the off-market bid by Ochre to acquire all ordinary shares in Gondwana, contained in Ochre's Bidder's Statement, remain open for acceptance is extended until 5.00pm (AWST) on 1 September 2014;
2. the new date for the giving of the notice referred to in section 630(1) of the *Corporations Act 2001* (Cth) relating to the status of the conditions in section 11.28 of Ochre's Bidder's Statement **is extended to Friday, 22 August 2014;**
3. the offer is varied by replacing all references to "Monday, 11 August 2014" with "Friday, 22 August 2014" in the Bidder's Statement;
4. the offers have not been freed from the conditions set out in section 11.28 of Ochre's Bidder's Statement and, so far as Ochre knows, the conditions have not been fulfilled on the date this notice is given; and
5. so far as Ochre is aware:
  - (a) Gondwana has triggered Ochre's bid condition in section 11.28(d)(iii)(B) of Ochre's Bidder's Statement by disposing of the Panorama Tenement, as announced by Gondwana on 1 July 2014. Ochre waives its right to rely on this condition, but only insofar as it relates to the sale of the Panorama Tenement;

- (b) Gondwana would trigger Ochre's bid condition in section 11.28(e)(iv) of Ochre's Bidder's Statement if any shares are allotted pursuant to a new 1-for-1 non-renounceable fully underwritten entitlement issue on the terms of a prospectus lodged with ASX on 18 July 2014 (**Latest Entitlement Issue**). Ochre reserves its right to rely on this condition if any shares are issued under the Latest Entitlement Issue; and
- (c) Gondwana would trigger Ochre's bid condition in section 11.28(e)(iv) of Ochre's Bidder's Statement if it agrees to issue, or proceeds to issue, any shares or options should Resolution 3, 5, 6 and 7 in the notice of Annual General Meeting dated 8 July 2014 be passed by shareholders. Ochre reserves its right to rely on this condition if any shares or options are issued.

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

**DATE:** 7 August 2014

**APPROVED** by resolution passed by directors of Ochre Industries Pty Limited on 7 August 2014.