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FOR IMMEDIATE RELEASE

24 July 2014

ASX Market Announcements Office
ASX Limited

Dear Sir/Madam

Takeover bid by Ochre Industries Pty Limited for Gondwana Resources Limited – Extension of date for giving notice of the status of the defeating conditions

We act for Ochre Industries Pty Limited ACN 162 416 408 (**Bidder**), a wholly owned subsidiary of Ochre Group Holdings Limited ACN 008 877 745. We refer to the offer made under Bidder's off-market takeover bid for all of the ordinary shares in Gondwana Resources Limited ACN 008 915 311 (**Target**) (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**).

On behalf of Bidder, we enclose for lodgement pursuant to section 630(5)(b) of the *Corporations Act 2001* (Cth), notice under section 630(2) of the *Corporations Act 2001* (Cth) dated 24 July 2014.

This notice was given to Target today.

Yours faithfully
MINTER ELLISON



Ron Forster
Partner

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Our reference:	RWF:1076917



CORPORATIONS ACT 2001 (CTH)

NOTICE BY

OCHRE INDUSTRIES PTY LIMITED ACN 162 416 408

UNDER SECTION 630

EXTENSION OF DATE OF NOTICE OF STATUS OF CONDITIONS

TO:

Australian Stock 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 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 21 August 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 **Monday, 11 August 2014**;
3. the offer is varied by replacing all references to "Friday, 25 July 2014" with "Monday, 11 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: 24 July 2014

APPROVED by resolution passed by directors of Ochre Industries Pty Limited on 23 July 2014.