

ASX:MYG

18 November 2014

Target's Statement

In accordance with item 14 of s633(1) of the *Corporations Act 2001* (Cth), enclosed is a copy of Mutiny Gold Ltd's (**Mutiny**)(ASX:MYG) target's statement in response to Doray Minerals Limited's off market takeover bid for all the shares and listed options in Mutiny.

Yours faithfully,



Cecilia Tyndall
Company Secretary
Mutiny Gold Ltd



TARGET'S STATEMENT

TARGET'S STATEMENT ISSUED BY MUTINY GOLD LIMITED (ACN 101 224 999)

This Target's Statement is issued in relation to the off-market takeover bid by Doray Minerals Limited for all of the ordinary fully paid shares and ASX-quoted options in Mutiny Gold Limited.

ACCEPT

*Your Directors unanimously recommend that you **ACCEPT** the Takeover Bid from Doray Minerals Limited in the absence of a Superior Proposal.*

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ THIS TARGET'S STATEMENT IN FULL BEFORE DECIDING WHETHER TO ACCEPT THE TAKEOVER BID FROM DORAY MINERALS LIMITED

If you are in any doubt as to how to deal with this document, please contact your legal, financial, taxation or other professional adviser. You can also call the Mutiny Information Line on 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia). The Mutiny Information Line is open Monday to Friday between 8.30am and 5.30pm (Sydney time).

Financial Adviser



Legal Adviser

MinterEllison

L A W Y E R S

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Key dates

Offers announced	28 October 2014
Date Bidder's Statement at Target's Statement lodged with ASIC	17 November 2014
Offers open	20 November 2014
Offers close (unless an Offer is extended or withdrawn)*	7.00pm (Sydney time) on 23 December 2014

* These dates are subject to change. Please refer to section 8.4 of this Target's Statement for further details regarding the extension of the Offers.

Important notices

Target's Statement

This document is a Target's Statement dated 17 November 2014 and is issued by Mutiny Gold Limited ACN 101 224 999 (**Mutiny**) under Part 6.5 Division 3 of the Corporations Act. This Target's Statement sets out the Mutiny Board's formal response to the Offers.

Your Directors recommend that you read this Target's Statement in full and seek independent advice if you have any queries in respect of the Offers.

ASIC and ASX disclaimer

A copy of this Target's Statement was lodged with ASIC and given to ASX on 17 November 2014. Neither ASIC, ASX nor any of their respective officers takes any responsibility for the content of this Target's Statement.

Defined terms

Certain terms used in this Target's Statement have defined meanings, as set out in Section 12 of this Target's Statement.

Responsibility for information in this Target's Statement

Other than as set out below, Mutiny accepts responsibility for the form and content of this Target's Statement.

The information contained in section 6 has been prepared by Doray and provided to Mutiny to assist it with preparation of the information in this Target's Statement (**Doray Information**). The Doray Information has been prepared solely by Doray and is the sole responsibility of Doray. Mutiny does not assume any responsibility for the accuracy and completeness of the Doray Information, and Mutiny does not make any representation or warranty, express or implied, as to the accuracy or completeness of that information. Any other information in this Target's Statement concerning Doray or Doray's assets and securities has been prepared from publicly available information and limited information made available by Doray to Mutiny. This information has not been independently verified by Mutiny, and accordingly to the extent permitted by the Corporations Act, Mutiny makes no representations and warranties, express or implied, as to the accuracy or completeness of such information.

Neither Doray nor its directors, officers, employees, contractors, advisers or agents assume any responsibility for the accuracy or completeness of this Target's Statement other than the Doray Information.

No account of personal circumstances

Nothing in this Target's Statement constitutes investment, legal, tax or other advice. This Target's Statement does not contain personal advice, and does not take into account your individual investment objectives, financial situation or particular needs. Mutiny is not licensed to provide financial product advice in relation to Mutiny Securities, Doray Securities or any other financial products. This Target's Statement should not be relied on as the sole basis for any decision in relation to the Offers. The Directors encourage you to seek independent legal, financial and taxation advice before making a decision as to whether or not to accept the Offers.

Forward looking statements

Some statements in this Target's Statement may be in the nature of forward looking statements. You should be aware that these statements are not statements of known fact and that there is no certainty of outcome in relation to the matters to which the statements relate. Those statements reflect views held only as at the date of this document and are subject to inherent risks and uncertainties. Those risks and uncertainties include factors and risks specific to Mutiny, Doray, the market sector in which they operate, as well as general economic conditions and conditions in the financial markets, exchange rates, interest rates and the regulatory environment, many of which are outside the control of Mutiny, Doray or their respective directors. As a consequences, actual events or results may differ materially from the events or results expressed or implied in any forward looking statement.

None of Mutiny, any of its Directors, officers or any person named in this Target's Statement with their consent or anyone involved in the preparation of this Target's Statement makes any representation or warranty (either express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement or any events or results expressed or implied in any forward looking statement, except the extent required by law. You are cautioned not to place undue reliance on those statements.

Ineligible Foreign Securityholders

Mutiny Securityholders should note that the consideration under the Offers involves the issue of Doray Securities. The Offers are subject to disclosure requirements in Australia which are different from those applicable in other countries.

Subject to the paragraphs below, Mutiny Securityholders whose addresses in Mutiny's registers of Mutiny Securityholders are not in Australia, New Zealand, Singapore or the United Kingdom will not be entitled to receive Securities on acceptance of the Offers (unless Doray determines otherwise). Instead, those Ineligible Foreign Securityholders who accept the Offers will be paid a cash amount calculated in accordance with sections 10.10 (for the Share Offer) and 11.10 (for the Option Offer) of the Bidder's Statement.

Doray Shares and Doray Listed Options have not been, and will not be, registered under the *Securities Act 1933* of the United States of America (**Securities Act**) and may not be offered or sold in the United States or to, or for the account or benefit of, a US person (as defined in Regulation S under the Securities Act), except in a transaction exempt from the registration requirements of the Securities Act and applicable United States state securities laws.

New Zealand

In making the Offers available to Mutiny Securityholders with registered addresses in New Zealand, Doray is relying on an exemption contained in the *New Zealand Securities Act (Overseas Companies) Exemption Notice 2002* in relation to prospectus and investment statement requirements in New Zealand. The Bidder's Statement and this Target's Statement may not contain all the information that a bidder's statement under New Zealand law is required to contain.

Singapore

The Bidder's Statement has not been lodged or registered as a prospectus in Singapore with the Monetary Authority of Singapore (**MAS**) and therefore, the statutory liability under the *Securities and Futures Act* (Cap. 289) (**SFA**) in relation to the content of prospectuses will not apply. The MAS assumes no responsibility for the contents of the Bidder's Statement or this Target's Statement. The MAS has not in any way considered the merits of the Doray Securities being offered pursuant to the Offers as described in the Bidder's Statement or the Target's Statement. You should consider carefully whether this offer is suitable for you.

The Bidder's Statement and any other document or material in connection with the offer or sale, or invitation for subscription or purchase of Doray Securities may not be circulated or distributed, nor may Doray Securities be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore except pursuant to and in accordance with the exemption set out in section 273(1)(b) of the SFA or otherwise in accordance with any other relevant exemption under the SFA.

Any offer of Doray Securities is personal to you, as a current shareholder of Mutiny, and is not made to you with a view to the securities being subsequently offered for sale to any other party. You are advised to acquaint yourself with the SFA provisions relating to on-sale restrictions in Singapore and comply accordingly.

United Kingdom

Neither the information in the Bidder's Statement nor any other document relating to the Offers have been delivered for approval to the Financial Services Authority in the United Kingdom and no prospectus (within the meaning of section 85 of the *Financial Services and Markets Act 2000*, as amended (**FSMA**)) has been published or is intended to be published in respect of the Doray Securities. The Bidder's Statement is issued on a confidential basis to "qualified investors" (within the meaning of section 86(7) of FSMA) and to fewer than 150 persons (other than "qualified investors" (within the meaning of section 86(7) of FSMA)) in the United Kingdom, and the Doray Securities may not be offered or sold in the United Kingdom by means of the Bidder's Statement, any accompanying letter or any other document, except in circumstances which do not require the publication of a prospectus pursuant to section 86(1) FSMA. The Bidder's Statement should not be distributed, published or reproduced, in whole or in part, nor may its contents be disclosed by recipients to any other person in the United Kingdom.

Any invitation or inducement to engage in investment activity (within the meaning of section 21 FSMA) received in connection with the issue or sale of the Doray Securities has only been communicated or caused to be communicated and will only be communicated or caused to be communicated in the United Kingdom in circumstances in which section 21(1) FSMA does not apply to Doray.

In the United Kingdom, the Bidder's Statement is being distributed only to, and is directed at, persons to whom it may lawfully be made within the circumstances described in Article 62 of the *Financial Services and Markets Act 2000 (Financial Promotions) Order 2005* (the **FPO**) (members of certain bodies corporate), (ii) Article 67 of the FPO (promotions required or permitted by market rules) or (iii) to whom it may otherwise be lawfully communicated (together "relevant persons"). The investments to which this document relates are available only to, and any invitation, offer or agreement to purchase will be engaged in only with, relevant persons. Any person who is not a relevant person should not act or rely on the Bidder's Statement or any of its contents.

You are advised to exercise caution in relation to the Offers. If you are in any doubt about any of the contents of the Bidder's Statement, you should obtain independent professional advice. Mutiny Securityholders who are resident outside of Australia, New Zealand, Singapore and the United Kingdom should refer to sections 10.10 and 11.10 of the Bidder's Statement for further details.

Maps and diagrams

Any maps, diagrams, charts, graphs and tables contained in this Target's Statement are illustrative only and may not be drawn to scale. Unless stated otherwise, all data contained in maps, diagrams, charts, graphs and tables is based on information available as at the date of this Target's Statement.

Privacy statements

Mutiny has collected your information from the Mutiny register of Mutiny Shareholders and Mutiny Listed Optionholders for the purpose of providing you with this Target's Statement. The type of information Mutiny has collected about you includes your name, contact details and information on your holding of Mutiny Shares or Mutiny Listed Options.

Your information may be disclosed on a confidential basis to external service providers (such as Mutiny's share registry) and may be required to be disclosed to regulators (such as ASIC and the ASX).

If you would like to obtain details of the information held about you by Mutiny, please contact Mutiny's share registry on the details set out in the corporate directory on the final page of this Target's Statement.

Mutiny Securityholder enquiries

Mutiny has established a Mutiny Information Line which Mutiny Shareholders and Mutiny Listed Optionholders may call if they have any queries in relation to the Offers.

The telephone number for the Mutiny Information Line is 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia). The Mutiny Information Line is available Monday to Friday between 8.30am and 5.30pm (Sydney time).

Further information

Further information in relation to the Offers can be obtained from Mutiny's website www.mutinygold.com.au. Information contained in or accessible through this internet site is not part of this Target's Statement. Any references in this Target's Statement to this internet sites are textual references for information only.

Chairman's Letter

17 November 2014

Dear fellow Mutiny Securityholder,

On behalf of the Board of Mutiny Gold Limited (**Mutiny**), I am pleased to present you with this Target's Statement and the opportunity to combine with Doray Minerals Limited (**Doray**) via Doray's takeover offers to acquire all of the shares (**Mutiny Shares**) and listed options (**Mutiny Listed Options**) in Mutiny (together the **Offers**).

Under the Offers, Mutiny Shareholders are being offered 1 Doray Share for each 9.5 Mutiny Shares they hold (**Share Offer**) and Mutiny Listed Optionholders are being offered 1 Doray Listed Option for each 9.5 Mutiny Listed Options they hold (**Option Offer**).

On 28 October 2014, when the Offers were jointly announced by Doray and Mutiny, the Share Offer valued Mutiny at A\$0.054 per share¹, which represented a 49% premium to the 30 day VWAP of Mutiny Shares² and implied a Mutiny enterprise value of approximately A\$44 million. Upon successful completion of the Offers, Mutiny Securityholders will own approximately 33% of the Combined Group³.

After careful consideration of the Offers, Mutiny's Board considers the opportunity to combine with Doray to be compelling for Mutiny Securityholders and we unanimously recommend that you **ACCEPT** the Offers, in the absence of a Superior Proposal, for the following reasons:

1. The merger will create a leading, mid-tier high grade Western Australian gold company with substantial growth prospects and forecast annualised production of approximately 160,000oz AuEq⁴ from commissioning of the Deflector Project⁵.
2. If you accept the Offer, you will hold securities in Doray, a company that is expected to have enhanced scale, market relevance, trading liquidity, together with improved funding capability and significant market re-rating prospects.

¹ The Directors note that the implied value of Mutiny based on the Share Offer will fluctuate depending on the prevailing trading price of Doray Shares.

² Source: IRESS, without the consent of IRESS as to the use of the data, as permitted by ASIC Class Order 07/429.

³ Based on the number of Mutiny Shares and Doray Shares and Mutiny Options that were 'in-the-money' as at the date of the announcement of the Offers. The actual percentage interest that Mutiny Securityholders will hold in the Combined Group will depend upon the extent to which Mutiny Options and Doray Options (including any Doray Options issued under the Option Offers) are exercised.

⁴ See section 5.5 for details of the calculation of AuEq.

⁵ Any development decision relating to the Deflector Project would be subject to prevailing market conditions, the timing for successfully completing the Offers and the results of the strategic review proposed to be conducted by Doray following completion of the Offers. Pro-forma forecast gold production for the Combined Group has been based on the internal mine plans for Doray and Mutiny. Production forecasts are subject to risk factors associated with developing, mining and processing including, amongst others, variations in grade, metallurgical and other processing problems, mechanical equipment performance problems, the unavailability of materials and equipment, permit approvals, labour force disruptions, adverse weather conditions, geopolitical risks and landowner relations. Forecast gold production for the Deflector Project is also subject to risks relating to the financing and development of that project.

3. The merger reduces funding risks and challenges faced by Mutiny as a stand-alone company with one development project, especially considering that equity funding is likely to be required in conjunction with any debt funding in what is considered a challenging equity market at present for junior resources companies.
4. Three of Mutiny's largest shareholders have committed to accept the Share Offer in respect of a total of 18.68% of Mutiny Shares on issue.
5. The Share Offer represents an attractive premium to Mutiny's pre-announcement trading prices.
6. As at the date of this Target's Statement no Superior Proposal has emerged.
7. The value of Mutiny Shares may fall if the Offers are not successful.

In light of the significant weakening in the USD gold price and the broader equity market deterioration for resources companies since the proposed merger with Doray was announced, your Directors consider that the rationale in support of the merger with Doray has further strengthened.

A detailed explanation of the reasons why you should **ACCEPT** the Offers is set out in section 2 of the Target's Statement. In addition, the Target's Statement sets out other matters that may be relevant to your decision whether to **ACCEPT** the Offers. I encourage you to read both the Bidder's Statement and the Target's Statement and to seek independent advice if required.

The Offers are scheduled to close at 7.00pm (Sydney time) on 23 December 2014, unless extended by Doray. To **ACCEPT** the Offers, follow the instructions set out in sections 10.6 and 11.6 of the Bidder's Statement.

Each of your Directors who holds or controls Mutiny Securities intends to **ACCEPT** the Offers, in the absence of a Superior Proposal. Should you intend to accept the Offers, your Directors encourage you to do so.

Should you have any questions in relation to the Offers or this Target's Statement, please call the Mutiny Information Line on 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).

Yours sincerely



Allan Brown

Non-Executive Chairman

What Do Your Directors Recommend?

YOUR DIRECTORS UNANIMOUSLY
RECOMMEND THAT YOU
ACCEPT
DORAY'S OFFERS,
in the absence of a Superior Proposal

The reasons for this recommendation are set out in section 2 of
this Target's Statement

Each of your Directors who hold or control Mutiny
Securities intend to **ACCEPT** Doray's Offers in
relation to those Mutiny Securities

To **ACCEPT** Doray's Offers, complete, sign and
return the relevant Acceptance Form enclosed with
the Bidder's Statement in accordance with the
instructions on the relevant Acceptance Form

If you have any questions, please call the Mutiny Information Line on 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).



1. Directors' recommendation and intentions

As at the date of this Target's Statement, the Directors of Mutiny and their respective interests in Mutiny Shares, Mutiny Listed Options, Mutiny Unlisted Options and Mutiny Performance Rights are set out in the table below:

Name	Position	Mutiny Shares	Mutiny Listed Options	Mutiny Unlisted Options	Mutiny Performance Rights ⁶
Allan Brown	Non-Executive Chairman	3,612,618	Nil	2,425,000 ⁷	Nil
Anthony (Tony) James	Managing Director	3,400,000	Nil	Nil	20,000,000
Rowan Johnston	Executive Director	865,000	Nil	2,425,000 ⁷	5,000,000
Kelvin Flynn	Non-Executive Director	1,000,000	Nil	Nil	Nil
Total	n/a	8,877,618	Nil	4,850,000	25,000,000

Your Directors unanimously recommend that you ACCEPT the Offers in the absence of a Superior Proposal.

Each of your Directors intends to **ACCEPT** the Offers in respect of all Mutiny Shares and Mutiny Listed Options held by them or controlled by them, or on their behalf, within 5 Business Days of the date that the Offers open, in the absence of a Superior Proposal. The Mutiny Securities held by the Directors represent approximately 1.31% of all Mutiny Shares on issue and 0% of all Mutiny Listed Options on issue as at the date of this Target's Statement⁸.

The reasons for your Directors' unanimous recommendation to **ACCEPT** the Offers, **in the absence of a Superior Proposal**, are set out in section 2 of this Target's Statement. In evaluating the Offers, your Directors encourage you to:

- read the whole of this Target's Statement, together with the Bidder's Statement;
- ensure you understand the consequences of accepting the Offers, as noted in this Target's Statement and the Bidder's Statement;
- consider your alternatives as outlined in Section 4 of this Target's Statement;
- have regard to your individual risk profile, portfolio strategy, taxation position and financial circumstances; and
- if you are in any doubt as to what you should do in response to the Offers, please seek independent legal, financial, taxation or other professional advice.

Your Directors will keep you informed of any material developments with respect to the Offers and any other Superior Proposal which may emerge.

⁶ Mutiny Performance Rights are proposed to be granted subject to shareholder approval. If granted, and the Offers are successful, the Mutiny Board will exercise its discretion to vest 9,650,000 of Mr James' Mutiny Performance Rights and 2,000,000 of Mr Johnston's Mutiny Performance Rights (see further, section 11.6).

⁷ These Mutiny Unlisted Options have exercise prices of between \$0.15 and \$0.35 and expire 31 December 2017. See further the table in section 11.4(e)(i).

⁸ If the Mutiny Performance Rights proposed to be granted to Mr James and Mr Johnston are granted and vest as set out in section 11.6, the Mutiny Shares held by Directors will represent 2.98% of all Mutiny Shares.

2. Reasons to ACCEPT the Offers, in the absence of a Superior Proposal

The Directors have considered the advantages and disadvantages of the Offers and unanimously recommend that you ACCEPT the Offers made to you, in the absence of a Superior Proposal.

The reasons for this recommendation are summarised below. Further information in relation to these reasons are outlined in sections 2.1 to 2.7.

The Directors acknowledge that there are risks associated with accepting the Offers. See section 9 of this Target's Statement and section 8 of the Bidder's Statement in respect of these risks.

- 1. Mutiny Securityholders will own approximately 33%⁹ of a leading, mid-tier high grade Western Australian gold company with substantial growth prospects and forecast annualised production of approximately 160,000oz AuEq¹⁰ from commissioning of the Deflector Project¹¹**
- 2. Enhanced scale, market relevance, trading liquidity, together with improved funding capability and significant market re-rating prospects**
- 3. The merger reduces the funding risks and challenges faced by Mutiny as a stand-alone company**
- 4. Three of Mutiny's largest shareholders have committed to ACCEPT in respect of 18.68% of Mutiny Shares**
- 5. Attractive premium for your Mutiny Shares**
- 6. No Superior Proposal has emerged**
- 7. The value of Mutiny Shares may fall if the Offers are unsuccessful**

⁹ Based on the number of Mutiny Shares and Doray Shares and Mutiny Options that were 'in-the-money' as at the date of the announcement of the Offers. The actual percentage interest that Mutiny Securityholders will hold in the Combined Group will depend upon the extent to which Mutiny Options and Doray Options (including any Doray Options issued under the Option Offers) are exercised.

¹⁰ See section 5.5 for details of the calculation of AuEq.

¹¹ See footnote 5.



2.1 Mutiny Securityholders will own approximately 33%¹² of a leading, mid-tier high grade Western Australian gold company with substantial growth prospects and forecast annualised production of approximately 160,000oz AuEq¹³ from commissioning of the Deflector Project¹⁴

On successful completion of the Offers, Mutiny Securityholders will hold approximately 33% of the Combined Group⁹ meaning you will retain significant exposure to the upside potential of Mutiny's Deflector Project and exploration activities.

In addition, Mutiny Securityholders will gain exposure to Doray's existing assets including the producing high grade Andy Well gold mine located approximately 350km north east of Mutiny's Deflector Project in the Murchison region of Western Australia. In FY2014, Doray produced 76,785 ounces of gold at Andy Well at an operating cash cost (C1) of A\$522 per ounce and an all-in sustaining cost (AISC) of A\$1,044 per ounce. For FY2015, Doray is providing guidance that it may achieve 77,000 to 85,000 ounces of gold production from Andy Well, which will include production from the high grade Stage 2 open pit.

On successful completion of the Offers, Mutiny Securityholders will become part of a leading, mid-tier high grade Western Australian ASX listed gold producer which is expected to have the following key attributes¹⁵:

- attractive portfolio of complementary high-grade production, development and exploration assets in the highly prospective Murchison mining district of Western Australia;
- mineral resource base in excess of 1.0Moz Au at grade of 7.7g/t plus additional 27Kt of copper at a grade of 0.9%. The global mineral resource base is anticipated to increase with further systematic exploration;
- meaningful forecast annualised production profile of around 160,000oz AuEq¹¹ across two high-grade, low-cost gold production centres from commissioning of the Deflector Project⁵;
- a board and management team with a proven track record of delivering shareholder value through the successful discovery, development and operation of high-grade, narrow vein gold projects;
- enhanced balance sheet strength, operational cash flow and financing flexibility to optimise funding for the development of the Deflector Project and additional exploration expenditure; and
- increased scale, market relevance and trading liquidity.

¹² Based on the number of Mutiny Shares and Doray Shares and Mutiny Options that were 'in-the-money' as at the date of the announcement of the Offers. The actual percentage interest that Mutiny Securityholders will hold in the Combined Group will depend upon the extent to which Mutiny Options and Doray Options (including any Doray Options issued under the Option Offers) are exercised.

¹³ See section 5.5 for details of the calculation of AuEq.

¹⁴ See footnote 5.

¹⁵ Any development decision relating to the Deflector Project would be subject to prevailing market conditions, the timing for successfully completing the Offers and the results of the strategic review proposed to be conducted by Doray following completion of the Offers. Pro-forma forecast gold production for the Combined Group has been based on the internal mine plans for Doray and Mutiny. Production forecasts are subject to risk factors associated with developing, mining and processing including, amongst others, variations in grade, metallurgical and other processing problems, mechanical equipment performance problems, the unavailability of materials and equipment, permit approvals, labour force disruptions, adverse weather conditions, geopolitical risks and landowner relations. Forecast gold production for the Deflector Project is also subject to risks relating to the financing and development of that project.

2.2 Enhanced scale, market relevance, share trading liquidity, together with improved funding capability and significant market re-rating prospects

In addition to creating a leading, high grade Western Australian gold company with excellent growth prospects, your Directors believe a merger of Mutiny and Doray will create a Combined Group with more attractive attributes relative to both Mutiny and Doray remaining separate stand-alone companies. Your Directors believe these attributes are likely to appeal to the investment community which therefore could lead to a market rating of the Combined Group that is superior to the market rating of Doray and Mutiny as stand-alone companies. These additional attributes are expected to be:

- enhanced scale (based on the Combined Group having a pro forma market capitalisation of approximately A\$71.5 million¹⁶);
- an existing operation with strong cash flows;
- a pro-forma cash position of approximately A\$15.1 million¹⁷;
- an attractive in-the-money hedge book valued at A\$4.9 million as at 30 September 2014 based on 39,651 ounces at A\$1,505/oz;
- a significant step change in terms of production with forecast annualised AuEq¹⁸ production effectively doubling to 160,000oz AuEq¹⁶ from commissioning of the Deflector Project¹⁹;
- greater trading liquidity;
- increased coverage from financial analysts;
- greater relevance and interest from institutional investors; and
- improved financial strength with enhanced access to debt and equity capital markets.

2.3 The merger reduces the funding risks and challenges faced by Mutiny as a stand-alone company. This is particularly so in regards to equity funding in what is considered a challenging equity market at present for junior resource companies

On successful completion of the Offers, Mutiny Securityholders will be part of an operationally strong and well-capitalised Combined Group which is expected to have the attributes set out in section 2.2.

These above attributes will enable the Combined Group to optimise funding for the development of Mutiny's Deflector Project together with exploration spend across the Combined Group's highly prospective exploration portfolio.

This is also expected to reduce the funding risks and challenges faced by Mutiny to develop its Deflector Project on a stand-alone basis, given the substantial amount of funding required in terms of both debt and equity relative to Mutiny's current market capitalisation and balance sheet.

¹⁶ This assumes that all Mutiny Securities are accepted into the Offers, a Doray Share price of A\$0.30, and that no Doray Shares are issued other than pursuant to the Offers.

¹⁷ This is based on the pro forma balance sheet of the Combined Group in section 5.5(b) of the Bidder's Statement.

¹⁸ See section 5.5 for details of the calculation of AuEq.

¹⁹ See footnote 5.

Before recommending the Offers to Mutiny Securityholders your Directors considered a range of funding alternatives to finance Mutiny's exploration and development objectives. In particular, your Directors have considered the current market conditions which have resulted in a difficult environment for junior resource companies to raise capital, especially in relation to equity capital. After careful consideration of these alternatives, your Directors formed the view that the Offers currently represent the best alternative for Mutiny Securityholders to maximise the value of their investment.

2.4 Three of Mutiny's largest shareholders have committed to ACCEPT in respect of 18.68% of Mutiny Shares

Three of Mutiny's largest shareholders, Ausdrill International Pty Ltd, Drake Investments LLC and Sandstorm Gold Ltd, have committed to accept the Offers in respect of a total of 18.68% of Mutiny Shares within 10 Business Days of the Share Offer being open for acceptance. These arrangements will automatically terminate if (in addition to certain other reasons) a Higher Offer is made prior to the date that the shareholder accepts the Offers and Doray does not make a revised offer within 10 Business Days after that Higher Offer is made.

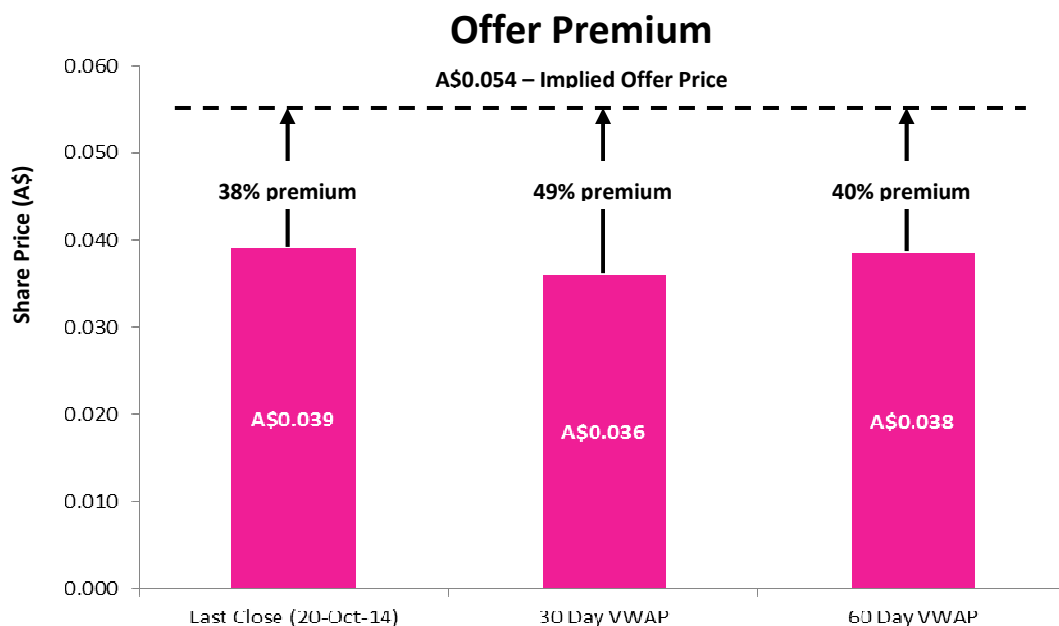
This commitment by three of Mutiny's largest shareholders clearly supports the view of your Directors as to the merits of a merger with Doray. These commitments also improve the prospects of the merger between Mutiny and Doray being consummated in a timely manner.

In addition, each of your Directors intends to accept the Offers in the absence of a Superior Proposal. Should you share the same view as your Directors and Mutiny's three largest shareholders, we encourage you to accept the Offers, in absence of a Superior Proposal.

2.5 Attractive premium for your Mutiny Shares

Based on the 5-day VWAP of Doray Shares up to and including 20 October 2014 (the last full trading day prior to Mutiny requesting a halt to trading in Mutiny shares on ASX) of A\$0.51 per share, the Share Offer values Mutiny at A\$0.054 cents per share.

As outlined in the graph below, the Share Offer represents an attractive premium of between 38% and 49% over selected market trading prices of Mutiny shares prior to the last full trading day prior to Mutiny requesting a halt to trading in Mutiny Shares on ASX on 20 October 2014.



Source: IRESS, without the consent of IRESS as to the use of the data, as permitted by ASIC Class Order 07/429.

The exact market value of the consideration you will receive will depend on the price at which the Doray Shares and Doray Listed Options trade on the ASX after they are issued to you.

The Combined Group's share price may rise or fall based on market conditions and the Combined Group's financial and operational performance. If the Combined Group's share price falls, the value of the Doray Shares and Doray Listed Options received by Mutiny Securityholders that accept the Offers will decline in value.

2.6 No Superior Proposal has emerged

Prior to recommending the Offers, your Directors assessed a range of strategic alternatives to advance the development of Mutiny's Deflector Project and to maximise shareholder value.

After careful consideration of these potential alternatives and in view of the fact that the Offers currently comprise the only corporate control proposal capable of being put to Mutiny Securityholders, the Directors have concluded that the Offers represent the best way to maximise shareholder value.

As at the date of this Target's Statement, no Superior Proposal has emerged that would cause the Directors to reconsider their current recommendation. The Bid Implementation Agreement prohibits Mutiny from soliciting Third Party Proposals during the term of the Bid Implementation Agreement. Doray also has a right under the Bid Implementation Agreement to match any unsolicited Third Party Proposal if one is received by Mutiny.

If a Third Party Proposal for Mutiny emerges, your Directors will carefully consider the proposal to determine whether it is a Superior Proposal and will inform you of any material developments which may affect your Director's view that the Offers are presently the most favourable proposal for all your Mutiny Securities. Any change of your Directors' current recommendation in response to an unsolicited Third Party Proposal that is announced may result in Mutiny being obliged to pay a break fee of A\$360,000 to Doray, as well as repay any amounts drawn under the Doray Loan Facility together with any interest that the Doray will have foregone as a result of that accelerated repayment.

See sections 11.1(a) and 11.1(b) for further information in relation to the terms of the Bid Implementation Agreement and the Doray Loan Facility.

2.7 The value of Mutiny Shares may fall if the Offers are unsuccessful

There are many factors that affect the price of Mutiny Securities, however since the Doray's Offers were announced Mutiny Securities have traded at a level that reflects the terms of Doray's Offers. As such, your Directors consider that in the absence of the Offers or an alternative Third Party Proposal emerging, the price of Mutiny Securities may fall below current levels, at least in the short term.

A reduced Mutiny share price may (when combined with the subdued equity market conditions for junior resources companies and volatility in the gold sector at present) make it challenging for Mutiny to successfully raise equity on attractive terms to continue to advance and fund the development Mutiny's Deflector Project on a stand-alone basis. Any such equity raising would be likely to be dilutive to existing Mutiny Securityholders that do not participate in that raising.

Further, in the event that the Offers are unsuccessful, Mutiny will need to repay any amounts drawn down under the A\$3 million Doray Loan Facility which Doray has made available to support Mutiny's ongoing activities during the Offer Period (see section 11.1(b) of this Target's Statement for further details). No amounts have been drawn down as at the date of this Target's Statement.

3. Frequently asked questions

This section answers some questions you may have about the Offers. It is not intended to address all relevant issues for Mutiny Shareholders and Mutiny Listed Optionholders. This section should be read together with all other parts of this Target's Statement and the Bidder's Statement.

Question	Answer
The Offer	
Who is Doray?	<p>Doray is a junior gold production company listed on ASX. Doray successfully developed and brought into the production the Andy Well mine in August 2013. The Andy Well mine has produced 76,785 gold ounces for the financial year ending 30 June 2014. Doray's strategic focus is in the highly prospective Murchison gold province of Western Australia and the development of high grade underground mines. Doray has in its controls some 1,700 square kilometres of prospective tenements, as well as a number of gold prospects in the Central and Western Gawler Region of South Australia.</p> <p>Further information regarding Doray is provided in sections 1 and 2 of the Bidder's Statement or section 6 of this Target's Statement.</p>
What is Doray's offer for my Mutiny Shares?	<p>Doray has made an off-market takeover offer to acquire all of your Mutiny Shares in exchange for issuing you with 1 Doray Share for every 9.5 Mutiny Shares you hold.</p> <p>If you are a Mutiny Shareholder whose address in Mutiny's register of members is outside of Australia and its external territories or New Zealand, Singapore or the United Kingdom, unless otherwise determined by Doray, the Doray Shares to which you would be entitled to be issued as a result of accepting the Share Offer will be sold on your behalf and the net proceeds remitted to you in cash.</p> <p>Further information regarding the nominee sale process is set out in section 8.14 of this Target's Statement and sections 10.10 and 11.10 of the Bidder's Statement.</p> <p>Further details of the terms of the Share Offer (including the nominee sale process for foreign shareholders) are set out in section 8 of this Target's Statement.</p>
What is Doray's offer for my Mutiny Listed Options?	<p>Doray has made an off-market takeover offer to acquire all of your Mutiny Listed Options in exchange for issuing you with 1 Doray Listed Option for every 9.5 Mutiny Listed Options you hold.</p> <p>If you are a Mutiny Listed Optionholder whose address in the register of Mutiny Listed Optionholders is outside of Australia and its external territories or New Zealand, Singapore or the United Kingdom, unless otherwise determined by Doray, the Doray Listed Options to which you would be entitled to be issued as a result of accepting the Option Offer will be sold on your behalf and the net proceeds remitted to you in cash.</p> <p>Further information regarding the nominee sale process is set out in section 8.14 of this Target's Statement and sections 10.10 and 11.10 of the</p>

	<p>Bidder's Statement.</p> <p>Further details of the terms of the Option Offer (including the nominee sale process for foreign shareholders) are set out in section 8 of this Target's Statement.</p>
What is the Bid Implementation Agreement?	<p>The Bid Implementation Agreement was entered into between Mutiny and Doray on 28 October 2014. It provides an agreed contractual framework for Doray to make the Offers, for the Mutiny Board to publicly recommend the Offers, in the absence of a Superior Proposal, and for the Offers to be implemented according to their terms and conditions. The Bid Implementation Agreement was attached to Mutiny's announcement to the ASX on 28 October 2014, and is summarised at section 9.1 of the Bidder's Statement.</p>
What is the Bidder's Statement I have been sent by Doray?	<p>The Bidder's Statement was prepared by Doray. It sets out the terms and conditions of the Offers for your Mutiny Securities, together with other information the Doray considers relevant to your decision as to whether or not to accept the Offers made to you.</p> <p>You should read Doray's Bidder's Statement together with this Target's Statement in their entirety and, if required, obtain advice from your broker, financial adviser or other professional adviser.</p>
What choices do I have as a Mutiny Shareholder and / or Mutiny Listed Optionholder?	<p>As a Mutiny Shareholder or Mutiny Listed Optionholder you have the following choices in respect of your Mutiny Shares and Mutiny Listed Options:</p> <ul style="list-style-type: none"> • ACCEPT the Offers in respect to all of your Mutiny Shares/and or Mutiny Listed Options; • sell your Mutiny Shares or Mutiny Listed Options on ASX (unless you have previously accepted the Offers and you have not validly withdrawn your acceptance); or • reject the Offers made to you by doing nothing in relation to those Offers. <p>There are implications for you in relation to each of these choices. An outline of these implications is set out in section 4 of this Target's Statement.</p>
How to respond to the Offers	
What do the Mutiny Directors recommend?	<p>Your Directors unanimously recommend that you ACCEPT the Offers in the absence of a Superior Proposal.</p> <p>The reasons for your Directors' recommendation are set out in section 2 of this Target's Statement.</p> <p>If there is a change in this recommendation or any material developments in relation to the Offers, Mutiny will keep you fully informed.</p>
What do the Mutiny Directors intend to do with their own Mutiny Shares and Mutiny Listed	<p>Each Director who holds or controls Mutiny Shares and Mutiny Listed Options intends to ACCEPT the Offers in relation to those Mutiny Shares and Mutiny Listed Options, in the absence of a Superior Proposal, within 5 Business Days of the date that the Offers open for acceptance.</p>

Options?	
<p>Do any substantial shareholders of Mutiny intend to accept the Offers?</p>	<p>Doray has entered into pre-bid acceptance agreements with Ausdrill International Pty Ltd, Drake Investments LLC and Sandstorm Gold Ltd in respect of a total of 18.68% of Mutiny Shares. Under the terms of those pre-bid acceptance agreements each of those Mutiny Shareholders must accept the Doray Share Offer in respect of their Mutiny Shares subject to those arrangements, within 10 Business Days after the Share Offer opens.</p> <p>The pre-bid acceptance agreements will terminate automatically if:</p> <ul style="list-style-type: none"> • Doray does not dispatch the Offers within two months of 28 October 2014 or any extension of that time period granted by ASIC; • a Higher Offer is made prior to the date that the relevant shareholder accepts the Offers and Doray does not make a revised offer within 10 Business Days after that Higher Offer is made; • the Offers lapse without being freed from of all Conditions as set out in sections 10.11 and 11.11 of the Bidder's Statement; or • a court or the Takeovers Panel decides that all or any part of the transactions contemplated in the pre-bid acceptance agreements constitute unacceptable circumstances.
<p>Is there an Independent Expert's Report?</p>	<p>No. An independent expert's report is only required to be included in a target's statement where the bidder's voting power in the target is 30% or more or if a director of the target company is a bidder or a director of the bidder company.</p> <p>This requirement does not apply to Doray's Offers. In addition, your Directors do not consider that an expert's report is necessary for the following reasons:</p> <ul style="list-style-type: none"> • the significant premium of the Doray Share Offer compared to the Mutiny market price of Mutiny Shares prior to the announcement of the Offers, being 20 October 2014; • the current alternatives available to Mutiny to fund the development of its Deflector Project; • the Directors' understanding of the value of Mutiny's prospects and the fact that the Offers provide Mutiny Securityholders with the ability to continue to retain exposure to all Mutiny's existing assets; and • Doray's status as an ASX listed company whose shares have traded on ASX since 4 February 2010 and the market value of which your Directors consider provides a transparent and reasonable basis for assessing the merits of the Offers and Doray's prospects generally.
<p>How do I accept the Offers?</p>	<p>To accept the Offers, you should follow the instructions set out in section 10.6 and 11.6 of the Bidder's Statement and printed on the relevant Acceptance Form that accompanies the Bidder's Statement.</p>
<p>Can I accept the Offers for part of my shareholding or optionholding?</p>	<p>No. You cannot accept the Offers for part of your holding of Mutiny Share or Mutiny Listed Options. You may only accept the Offers made to you for all of the Mutiny Shares or all of the Mutiny Listed Options you hold.</p>
<p>What are the consequences of</p>	<p>By accepting the Offers whilst they remain conditional, you will:</p>

accepting the Offers now?	<ul style="list-style-type: none"> • give up your right to sell any Mutiny Securities you hold whilst the Offers remain open; and • give up your right to otherwise deal with any Mutiny Securities you hold whilst the Offers remain open, <p>unless withdrawal rights are available (see below).</p> <p>If you accept the Offers made to you and they become unconditional, you will receive 1 Doray Share for each 9.5 Mutiny Shares you hold and 1 Doray Listed Option for each 9.5 Mutiny Listed Options you hold.</p>
If I accept the Offers, when will I be issued Doray Securities?	<p>It is important to understand that even if you accept the Offers, you will not receive any Doray Shares or Doray Listed Options unless all of the Conditions are satisfied or waived.</p> <p>If the Offers becomes unconditional, you will receive the Doray Shares or Doray Listed Options to which you are entitled under the Offers made to you by the earlier of:</p> <ul style="list-style-type: none"> • one month after the later of receipt of your valid acceptance and the date on which the relevant Offer becomes unconditional; or • 21 days after the end of the Offer Period. <p>See section 8.12 of this Target's Statement for further details on when you will be sent your consideration.</p>
If I accept the Offers now, can I withdraw my acceptance?	<p>If you accept the Offers, you are only able to withdraw your acceptance if:</p> <ul style="list-style-type: none"> • the Conditions of the Offers are not fulfilled or waived by the time specified in the Bidder's Statement; or • Doray extends its Offers so that it postpones for more than one month the time when you will receive your consideration, and the Offers remain subject to one or more of the conditions at that time. <p>If you accept the Offer after all of the conditions have been satisfied or waived, you will not be able to withdraw your acceptance.</p> <p>See section 8.8 of this Target's Statement for further details.</p>
What are the tax implications of accepting the Offers?	<p>A general outline of the tax implications for certain Australian resident Mutiny Shareholders of accepting the Offers are set out in section 10 of this Target's Statement. As that outline is general in nature and does not take into account your individual circumstances, you should not rely on that outline as advice for your particular circumstances.</p> <p>You should seek your own independent taxation advice as to the taxation implications applicable to your specific circumstances.</p>
Are there any risks associated with the Offers?	<p>Yes. Mutiny Securityholders who accept the Offers will be exposed to a number of risks, including the following:</p> <ul style="list-style-type: none"> • if you accept the Offers while they remain subject to Conditions you will no longer be able to trade you Mutiny Securities on the ASX or otherwise deal with them (e.g. by accepting into any Superior Proposal)

	<p>unless your acceptance is withdrawn (which can only occur in limited circumstances) or the Offers lapse;</p> <ul style="list-style-type: none"> • if Doray acquires less than 80% of Mutiny Shares, CGT rollover relief will not be available; • if Doray acquires less than 100% of Mutiny Shares and you do not accept the Share Offer you will become a minority shareholder in Mutiny which will be controlled by Doray; and • there are risks relating to holding Doray Securities. <p>Further details about the risks associated with the Offers are set out in section 9 of this Target's Statement and section 8 of the Bidder's Statement.</p>
When do the Offers close?	<p>The Offers are presently scheduled to close at 7.00pm (Sydney time) on 23 December 2014 (unless otherwise extended or withdrawn).</p> <p>Section 8.4 of this Target's Statement provides further details regarding the circumstances in which the Offer Period can be extended.</p>
What should I do if I have lost or misplaced my Acceptance Form?	<p>If you have not received your Acceptance Form or you have misplaced it, please call the Mutiny Information Line on 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).</p>
Can Doray extend the closing date of its Offers?	<p>Yes. Doray has stated that its Offer remains open until 7.00pm (Sydney time) on 23 December 2014. It is possible that Doray may choose to extend the Offer Period in accordance with the Corporations Act.</p> <p>In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:</p> <ul style="list-style-type: none"> • Doray improves the consideration offered under the Share Offer and / or the Option Offer; or • Doray's voting power in Mutiny increases to more than 50%. <p>If either of these two events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.</p>
Do I pay brokerage if I accept?	<p>If your Mutiny Shares or Mutiny Listed Options are registered in an Issuer Sponsored Holding in your name and you deliver a duly executed Acceptance Form to Doray, you will not incur any brokerage in connection with your acceptance of the Offers.</p> <p>If your Mutiny Shares or Mutiny Listed Options are registered in a CHESS Holding, or if you are a beneficial owner whose Mutiny Shares or Mutiny Listed Options are registered in the name of a broker, bank or custodian or other nominee, you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transaction fees or service charges in connection with acceptance of the Offers.</p> <p>If you are an Ineligible Foreign Securityholder, brokerage will be payable in respect of the Doray Shares and Doray Listed Options sold under the nominee facility and these costs will be deducted from the proceed of sale.</p>

Do I pay stamp duty if I accept?	Doray will pay the stamp duty (if any) payable in Australia on the transfers of Mutiny Securities under the Offers. See further, section 10.8 of this Target's Statement and sections 10.19 and 11.19 of the Bidder's Statement.
What happens if I do nothing?	<p>You will remain a Mutiny Securityholder.</p> <p>However, Doray has stated that if it acquires 90% or more of Mutiny Shares and becomes entitled to compulsorily acquire all Mutiny Shares, it intends to do so. See section 8.15 of this Target's Statement for more details.</p> <p>If Doray acquires more than 50% but less than 90% of Mutiny Shares and the Share Offer becomes unconditional, you will be a minority Securityholder in Mutiny. The implications of this are described in section 9.5 of this Target's Statement.</p>
Can I be forced to sell my Mutiny Share or Mutiny Listed Options?	<p>You cannot be forced to sell your Mutiny Securities unless Doray is legally entitled to proceed with compulsory acquisition of those securities. This requires Doray to have a Relevant Interest in 90% (by number) of all Mutiny Shares or Mutiny Listed Options (as relevant) through acceptances of the Offers or otherwise, during or at the end of the Offer Period.</p> <p>If Doray does compulsorily acquire the outstanding Mutiny Shares or Mutiny Listed Options in those circumstances, you will receive the same consideration for your Mutiny Shares and Mutiny Listed Options that you would have received under the Offers, but it will take longer for you to receive the consideration from Doray.</p> <p>If Doray does not exercise a right to compulsorily acquire the outstanding Mutiny Shares or Mutiny Listed Options within one month of the end of the relevant Offer Period, it may do so at a later date if it (together with its Related Bodies Corporate) acquires the full beneficial interest in at least 90% (by value) of all securities in Mutiny. In that event, Doray will need to pay in cash a "fair value" for your Mutiny Shares or Mutiny Listed Options (as assessed by an independent expert).</p> <p>See section 8.15 of this Target's Statement for further information.</p>
Offer Conditions and their implications	
What are the conditions of the Offers?	<p>The Offers are subject to a number of conditions. In summary, the key Conditions to the Offers are:</p> <ul style="list-style-type: none"> • Doray obtaining a Relevant Interest in greater than 90% of Mutiny Shares; • Doray acquiring at least 90% in aggregate of Mutiny Options; • compliance with certain restrictions on the conduct of Mutiny's business; • no breach of Mutiny's representations or warranties under the Bid Implementation Agreement; • no material adverse change or prescribed occurrence occurs in respect of Mutiny; and • Mutiny not terminating the Bid Implementation Agreement as a

	<p>result of a material adverse change or prescribed occurrence occurring in respect of Doray.</p> <p>The Conditions are described in more detail in section 8.5 of this Target's Statement and are set out in full in sections 10.11 and 11.11 of the Bidder's Statement.</p> <p>To receive your consideration, all of the Conditions must be satisfied or waived by Doray before the Offers close. Please refer to section 8.5 of this Target's Statement for a discussion of the Conditions and their implications.</p>
Can Doray waive the Conditions?	<p>Yes. Doray is generally able to waive any of the Conditions. However, Doray has agreed with Mutiny under the Bid Implementation Agreement that it will not waive:</p> <ul style="list-style-type: none"> • the minimum acceptance condition for Mutiny Shares unless it has acquired a Relevant Interest in at least 50.1% of Mutiny Shares or the prior written consent of Mutiny is obtained; or • the Condition that Mutiny has not terminated the Bid Implementation Agreement as a result of a material adverse change or prescribed occurrence occurring in respect of Doray unless the prior written consent of Mutiny has been obtained. <p>See further, sections 10.14 and 11.14 of the Bidder's Statement and section 8.7 of this Target's Statement.</p>
Are there any risks of accepting the Offers while they are still conditional?	<p>Yes. If you accept the Offers while the Offers are subject to Conditions you will give up your rights to sell your Mutiny Securities on ASX or to otherwise deal with them (for example, by accepting any other Superior Proposal from another bidder if such an offer is made), subject to your right to withdraw your acceptance of the Offers in certain circumstances.</p>
What happens if I accept the Offers and the Conditions are not satisfied or waived?	<p>If the Conditions are not satisfied and Doray has not waived the Conditions before the end of the Offer Period, the Offers will lapse and your acceptance of the Offers will be void and of no effect whatsoever.</p> <p>This in turn means that:</p> <ul style="list-style-type: none"> • you will not receive any consideration from Doray; and • you will continue to own your Mutiny Shares and Mutiny Listed Options and you will then be free to deal with them.
How will I know when the Offers are unconditional?	<p>Doray is required to inform Mutiny, ASX and Shareholders as soon as any Conditions are satisfied or waived.</p> <p>Notices from Doray will be available on the ASX website at www.asx.com.au (ASX code: DRM). These notices will also be available on the Mutiny ASX company announcement platform</p> <p>Doray has set 15 December 2014 as the date on which it will give Mutiny and ASX a notice required by law on the status of the Conditions. This date may be extended if the Offer Period is extended.</p>

General	
I am an overseas Mutiny Securityholder. How do the Offers affect me?	<p>Generally, if your address on the register of Mutiny Shareholders or Mutiny Listed Optionholder is in a jurisdiction other than Australia and its external territories or New Zealand, Singapore or the United Kingdom, you will be considered an Ineligible Foreign Securityholder.</p> <p>If you are an Ineligible Foreign Securityholder, you may participate in the Offers but may not be entitled to receive Doray Shares and Doray Listed Options.</p> <p>Instead, the relevant Doray Shares or Doray Listed Options (which would otherwise have been issued to you) will be allotted to a nominee (the appointment of which may require approval by ASIC) who will sell the Doray Shares or Doray Listed Options and will distribute to you your proportion of the proceeds of sale, net of expenses.</p> <p>See sections 10.10 and 10.11 of the Bidder's Statement and section 8.14 of this Target's Statement for further information.</p>
What happens if a Third Party Proposal emerges?	<p>If a Third Party Proposal for Mutiny emerges, your Directors will carefully consider the proposal to determine whether it is a Superior Proposal and will inform you of any material developments which may affect your Directors' view that the Offers are presently the most favourable proposal for all your Mutiny Securities.</p> <p>Any change of your Directors' current recommendation in response to an unsolicited Third Party Proposal that is announced may result in Mutiny being obliged to pay a break fee of A\$360,000 to Doray, as well as repay any amounts drawn under the Doray Loan Facility together with any interest that the Doray will have foregone as a result of that accelerated repayment.</p>
What if I have further questions?	<p>You should contact your legal, financial, taxation or other professional adviser. If you have any questions about the Offers or this document please call the Mutiny Information Line on 1300 560 339 (toll free from within Australia) or +61 2 8011 0354 (from outside of Australia), Monday to Friday between 8.30am and 5.30pm (Sydney time).</p>

4. Your choices as a Mutiny Securityholder

1. ACCEPT the Offers	<p>This is the course of action unanimously recommended by your Directors in the absence of a Superior Proposal.</p> <p>Sections 10.6 and 11.6 of the Bidder's Statement contain details on how to accept the Offers made to you.</p> <p>If you decide to accept the Offers made to you, your acceptance must be received before the close of the Offer Period which is currently scheduled to occur at 7.00pm (Sydney time) on 23 December 2014 unless the Offer Period is extended in accordance with the Corporations Act.</p>
2. Sell your Mutiny Securities on ASX	<p>Mutiny Securityholders can sell their Mutiny Securities on market for the market price at the time (unless you have previously accepted the Offers made to you and you have not validly withdrawn your acceptance). The latest price for Mutiny Shares and Mutiny Listed Options may be obtained the ASX website at www.asx.com.au.</p> <p>Mutiny Securityholders who sell their Mutiny Securities on market may be liable for capital gains tax and may incur a brokerage charge. Mutiny Securityholders who wish to sell their Mutiny Shares and / or Mutiny Listed Options on market should contact their broker for information on how to effect that sale.</p> <p>In addition, if you sell your Mutiny Securities on market, you will receive the consideration for the sale of your Mutiny Securities sooner than if you accept Doray's Offers. In addition, if you sell your Mutiny Securities on market you will lose your ability to accept:</p> <ul style="list-style-type: none"> • Doray's Offers and receive the Doray Securities as consideration (and possible increases in the consideration); and • any offer from a competing bidder if one eventuates.
3. Do nothing	<p>If you do not wish to accept the Offers made to you or sell your Mutiny Shares and / or Mutiny Listed Options on market, you can choose to do nothing. By doing nothing you will continue to remain a Mutiny Securityholder.</p> <p>Mutiny Securityholders should notes that if Doray acquires 90% of Mutiny Shares or Mutiny Listed Options during or at the end of the Offer Period, Doray will be entitled to compulsorily acquire the Mutiny Shares or Mutiny Listed Options (as relevant) it does not already own.</p> <p>In addition, if Doray's voting power in Mutiny is at least 90% and Doray (either in its own right or through related bodies corporate) acquires full beneficial interests in at least 90% (by value) of the aggregate of all Mutiny securities, Doray may compulsorily acquire your Mutiny Securities for an amount of cash that is "fair value" for those Mutiny Securities (as assessed by an independent expert).</p> <p>See section 8.15 of this Target's Statement for further information.</p>

5. Profile of Mutiny

5.1 Introduction

Sections 3 and 4 of Doray's Bidder's Statement were prepared by Mutiny and provides a detailed description of Mutiny, its assets and activities, financial statements and securities. This section 5 provides a summary of that profile. Mutiny Securityholders should refer to section 3 and 4 of Doray's Bidder's Statement for further details in relation to Mutiny's profile and its securities.

5.2 Overview of Mutiny

Mutiny is an Australian ASX-listed emerging gold, copper and silver producer based in Western Australia (ASX:MYG). Mutiny listed on ASX in July 2006.

Mutiny's core asset is the gold, copper and silver resource at the Deflector Project, located 190km east of Geraldton in the highly prospective South Murchison district of Western Australia.

5.3 Directors of Mutiny

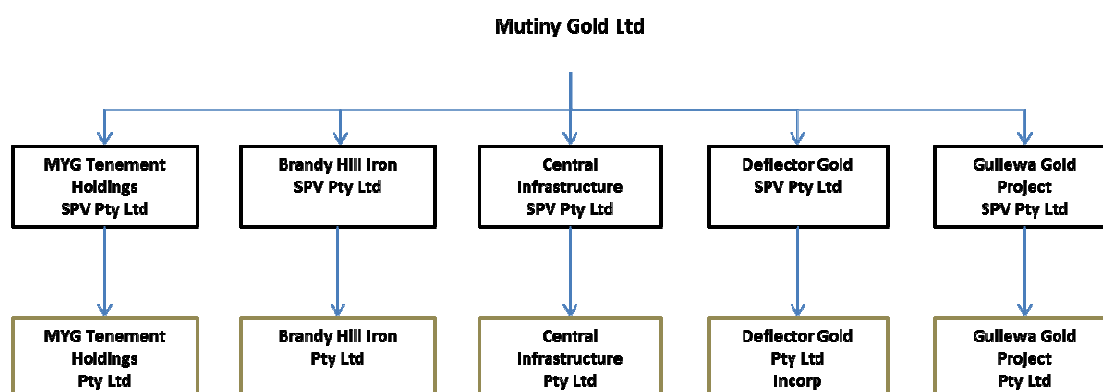
The Directors of Mutiny are:

- Mr Allan Brown (Non-Executive Chairman);
- Mr Anthony (Tony) James (Managing Director);
- Mr Rowan Johnston (Executive Director of Operations); and
- Mr Kelvin Flynn (Non-Executive Director).

Biographical details of each of the Directors are set out in section 3.7 of the Bidder's Statement (which was prepared by Mutiny).

5.4 Structure and Ownership of Mutiny

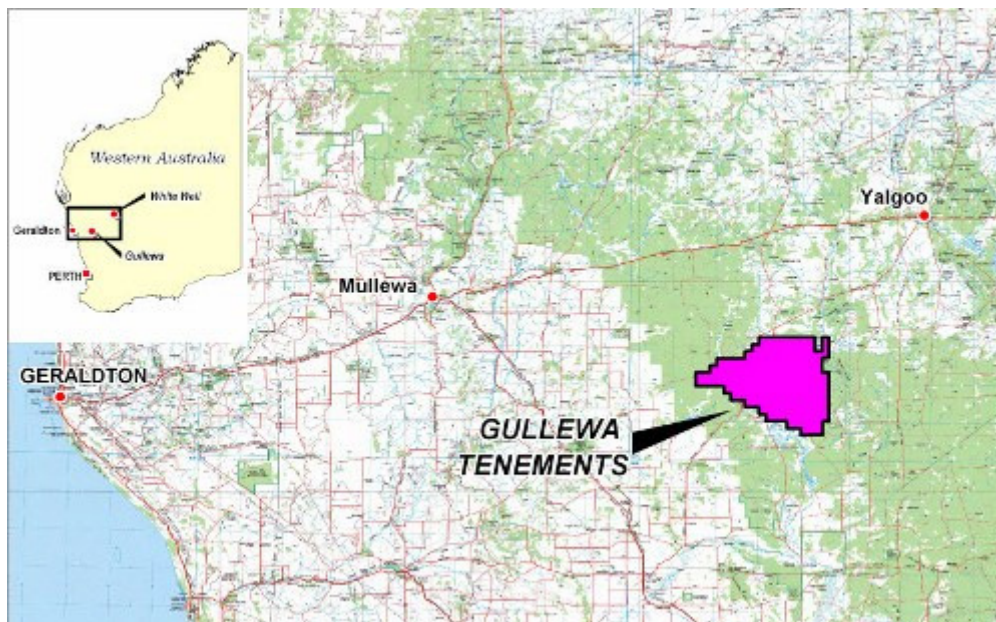
An overview of the corporate structure of Mutiny is set out below:



Section 4.3 of the Bidder's Statement (which was prepared by Mutiny) and section 11.10 of this Target's Statement set out a list of the substantial shareholder of Mutiny.

5.5 Deflector Project (100%)

The Deflector Project is Mutiny's main asset and is located within Mutiny's 530km² Gullewa tenement package. The Gullewa area is located in the South Murchison region of Western Australia, approximately 190km east of Geraldton. The Deflector Project was acquired by Mutiny in July 2010 from Red Hill Resources Ltd (then ATW Gold Corp).



Deflector Mineral Resources & Reserves

Deflector Life of Mine Production Inventory – ASX Release 4 August 2014

		Au	Au	Cu	Cu	Ag	Ag
Classification	Tonnes	(g/t)	(oz)	(%)	(t)	(g/t)	(oz)
Measured	903,000	5.4	157,000	1.3	12,000	9.6	279,000
Indicated	875,000	6.3	178,000	0.5	4,000	3.2	91,000
Inferred	470,000	5.0	76,000	0.4	2,000	3.0	45,000
Totals	2,248,000	5.7	411,000	0.8	18,000	5.7	415,000

Note: Figures are nearest to 10,000 tonnes, 0.1g/t, and 1,000 ounces. Rounding errors may occur

*Cautionary Statement: there is a low level of geological confidence associated with inferred mineral resources and there is no certainty that further exploration work will result in the determination of indicated mineral resources or that the production target itself will be realised.

Deflector Total Ore Reserve – ASX Release 4 August 2014

		Au	Au	Cu	Cu	Ag	Ag
Classification	Tonnes	(g/t)	(oz)	(%)	(t)	(g/t)	(oz)
Proven	908,000	5.3	153,000	1.3	11,000	9.4	274,000
Probable	873,000	6.0	168,000	0.5	4,000	3.1	86,000
Totals	1,781,000	5.6	322,000	0.9	16,000	6.3	360,000

Deflector Mineral Resource Statement – ASX Release 26 November 2012

		Au	Au	Cu	Cu	Ag	Ag
Classification	Tonnes	(g/t)	(oz)	(%)	(t)	(g/t)	(oz)
Measured	1,164,000	6.0	223,000	1.5	17,000	10.9	407,000
Indicated	1,043,000	7.3	246,000	0.6	7,000	4.2	140,000
Measured & Indicated	2,207,000	6.6	468,000	1.1	24,000	7.7	547,000
Inferred	658,000	5.8	122,000	0.5	3,000	3.9	82,000
Totals	2,865,000	6.4	591,000	0.9	27,000	6.8	628,000

Competent Person Statement²⁰

The information in this Target's Statement that relates to Mutiny's Mineral Resources or Ore Reserves is a compilation of previously published data for which Competent Persons consents were obtained. Their consents remain in place for subsequent releases by Mutiny of the same information in the same form and context, until the consent is withdrawn or replaced by a subsequent report and accompanying consent. The information in this Target's Statement regarding Mutiny's Mineral Resources or Ore Reserves has been extracted from the Mutiny ASX announcements dated 26 November 2012 and 4 August 2014 and are available on the Mutiny website at www.mutinygold.com.au or through the ASX website at www.asx.com.au.

Mutiny confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions and technical parameters underpinning the estimates in that market announcement continue to apply and have not materially changed. Mutiny confirms that the form and context in which the Competent Person's findings are presented have not been materially modified from the original market announcement.

The information in this Target's Statement that relates to the Combined Group's production target's (to the extent that it relates to Mutiny) is based on the Mutiny ASX announcement dated 4 August 2014 and is available on the Mutiny website at www.mutinygold.com.au or through the ASX website at www.asx.com.au. Mutiny confirms that it is not aware of any new information or data that materially affects the information included in the original market announcement and that all material assumptions underpinning the production target in that market announcement continue to apply and have not materially changed.

Gold equivalent oz per tonne (AuEq oz/t) calculation basis

Mutiny has calculated the gold equivalent (AuEq) ounces which are the subject of Mutiny's production target from the Deflector Project, which form part of the Combined Group production target's, using the following formula:

$$\text{AuEq (payable)} = ((\text{Au oz's payable} \times \$/\text{ozAu}) + (\text{Ag oz's payable} \times \$/\text{ozAg}) + (\text{Cu t payable} \times \$/\text{tCu})) / \$/\text{oz Au}$$

$$\text{Ounces AuEq} \times 31.1/\text{t} = \text{AuEq g/t}$$

²⁰ Mutiny will, on request during the Offer Period, provide within 2 business days of the request, a copy of the announcements referred to in this section of this Target's Statement.

Where the gold price is USD\$1,300 per ounce, silver price is US\$20 per ounce and the copper price is US\$6,660 per tonne using an A\$:US\$ currency exchange rate of 0.93:1. These metal prices are based on spot prices in June 2014 from Kitco and London Metal Exchange websites.

Metal equivalent grades are based on the Life of Mine Inventory (LoM), which includes Proven and Probable Ore Reserves and Inferred Mineral Resources. There is a low level of geological confidence associated with Inferred Mineral Resources and there is no certainty that further exploration work will result in the conversion of Inferred Mineral Resources to Indicated Mineral Resources (or Ore Reserves), or that the production target itself will be realised. It is the company's opinion that the gold, silver and copper metals used in the metal equivalent calculation have reasonable potential for recovery and sale based on metallurgical recoveries in test work noted above. There are a number of well established processing routes for deposits of this and sales of the resulting product as bullion and concentrate.

5.6 Recent Exploration

Mutiny's 2014 exploration program has been focused on the Gullewa tenements and the work program has been recently consolidated with the primary focus on the highly prospective 7 km long Deflector corridor.

The exploration targeting review completed in 2014 considered all known historical exploration data sets and technical reports. Four high priority conceptual corridors for immediate focus were defined and are summarised in the following order of priority:

- Deflector Corridor;
- Quartermaster;
- Brandy Hill; and
- Gullewa.

Section 3.5 of the Bidder's Statement (which was prepared by Mutiny) provides further details around each of these exploration targets.

5.7 Mutiny's other activities and assets

Mutiny also has interests in the following projects:

- Rocksteady Iron Project (100%);
- White Well (70%) – however, Mutiny and its joint venture partners have recently executed an agreement to dispose of this project to a private consortium for A\$1.3 million (comprising a non-refundable deposit of A\$100,000 and the remainder paid in 12 monthly instalments); and
- Widgie South – Widgemooltha District (100%).

Section 3.6 of the Bidder's Statement (which was prepared by Mutiny) includes further details regarding these assets.

5.8 Financial information on Mutiny

Mutiny released its full consolidated financial accounts for the financial period ending 30 June 2014 on 30 September 2014. An electronic copy of this report can be obtained from Mutiny's website www.mutinygold.com.au/investor-centre/company-reports/annual-reports or from ASX.

Mutiny considers that there has been no material change to the financial position of Mutiny since the release of Mutiny's 2014 Annual Report announced to ASX on 30 September 2014. However, Mutiny notes that its current liability borrowings in respect of Sandstorm Gold Ltd are denoted in US\$ and the devaluation of the A\$ against the US\$ since 30 June 2014 will have the effect of increasing the book value of those borrowings in A\$ terms.

Section 3.8 of the Bidder's Statement include consolidated financial statements of Mutiny's:

- financial position;
- profit and loss and other comprehensive income; and
- cash flows,

extracted from the audited financial statements of Mutiny for the years ending 30 June 2012, 30 June 2013 and 30 June 2014, being the last three audited financial statements prior to the date of this Target's Statement.

5.9 Further information on Mutiny

Mutiny is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Mutiny is subject to the Listing Rules which require continuous disclosure of any information Mutiny has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

In addition, Mutiny is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Mutiny may be obtained from, or inspected at, an ASIC office.

A substantial amount of information about Mutiny, including its ASX announcements, is available in electronic form from its website www.mutinygold.com.au.

The most recent audited financial statements of Mutiny for the year ended 30 June 2014 were lodged with the ASX on 30 September 2014. Mutiny's reviewed financial statements for the half year ended 31 December 2013 were lodged with the ASX on 12 March 2014.

6. Profile of Doray

6.1 Disclaimer

The information contained in this section 6 has been provided by Doray and is the sole responsibility of Doray. That information has not been independently verified by Mutiny and neither Mutiny nor any of its officers, employees or advisers assumes any responsibility for the accuracy or completeness of that information.

For further information relating to Doray is contained in sections 1 and 2 of the Bidder's Statement.

6.2 Overview of Doray

Doray is an Australian incorporated, ASX-listed, gold producer. Doray was incorporated as an Australian public company in August 2009 and was admitted to the official list of ASX on 4 February 2010 (ASX: DRM).

Doray's main project is its 100% owned Andy Well Gold Project, located 45km north of Meekatharra, in the Murchison region of Western Australia. Doray commenced production at its Andy Well Gold Project in August 2013, approximately 3.5 years after the initial discovery. Doray also has a portfolio of gold exploration properties in Western Australia and South Australia.

6.3 Directors

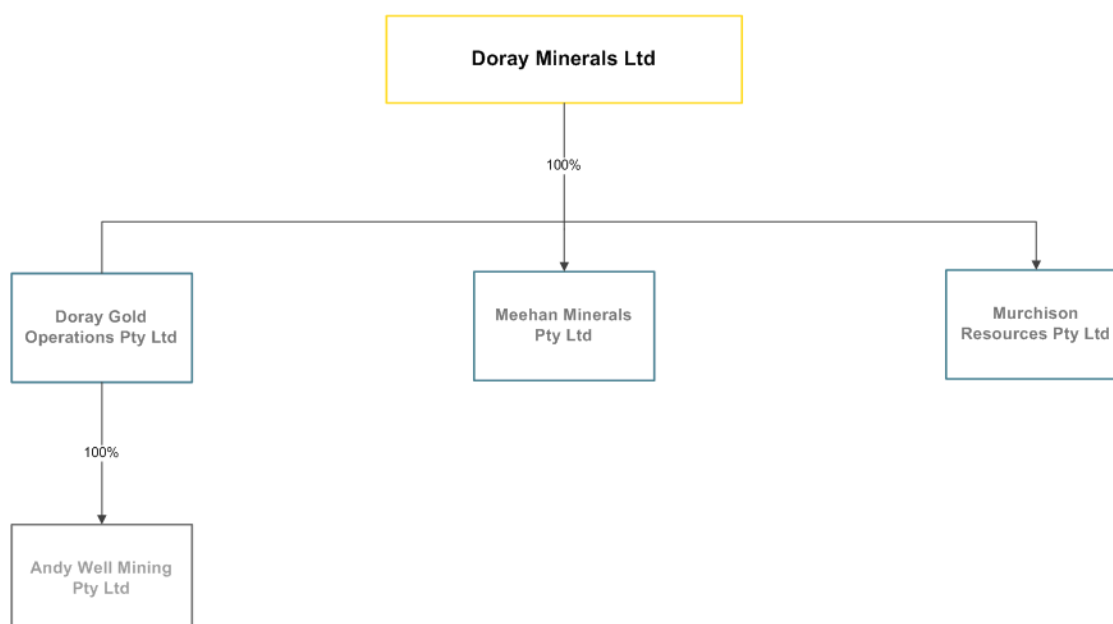
The Directors of Doray are:

- Mr Peter Alexander (Non-Executive Chairman);
- Mr Allan Kelly (Managing Director);
- Mr Peter Lester (Non-Executive Director);
- Mr Jay Stephenson (Non-Executive Director); and
- Mr Leigh Junk (Non-Executive Director).

Biographical details of each of the Directors are set out in section 1.5 of the Bidder's Statement.

6.4 History and ownership of Doray

Doray was incorporated in August 2009 and listed on ASX on 4 February 2010. An overview of the corporate structure of Doray is set out below:



Section 2 of the Bidder's Statement sets out detailed information relating to the capital structure of Doray, including its substantial shareholders.

6.5 Andy Well Gold Project (100%)

Doray's key asset is its 100% owned Andy Well Gold Project, located approximately 45km north of Meekatharra, in Western Australia's northern Murchison region. Section 1.3 of the Bidder's Statement includes a description of Doray's recent activities in relation to the Andy Well Gold Project as well as detailed information relating to Doray's Mineral Resources and Ore Reserves.

Section 1.3 of the Bidder's Statement also provides details of Doray's recent exploration activities in the northern Murchison region of Western Australia to identify additional near-term development opportunities for the Andy Well Gold Project.

6.6 Doray's other activities and assets

In addition to the Andy Well Gold Project, Doray has a portfolio of other exploration assets, including:

- Horse Well Joint Venture (Doray is in the process of earning an interest in this project); and
- Central and Western Gawler, South Australia: Doray has the right to explore for gold over a significant exploration portfolio within the Central and Western Gawler Craton in South Australia.

Section 1.4 of the Bidder's Statement includes further details regarding these assets.

6.7 Doray financial information

Doray released its full consolidated financial accounts for the financial period ending 30 June 2014 on 30 September 2014. An electronic copy of this report can be obtained from Doray's website at www.dorayminerals.com.au/reports.html or from ASX.

Section 1.7 of the Bidder's Statement include consolidated financial statements of Doray's:

- financial position; and
- profit and loss and other comprehensive income,

extracted from the audited financial statements of Doray for the years ending 30 June 2012, 30 June 2013 and 30 June 2014, being the last three audited financial statements prior to the date of this Target's Statement. Section 1.7 of the Bidder's Statement also provides detailed commentary on Doray's historical financial results.

6.8 Further information on Doray

Doray is a listed disclosing entity for the purposes of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, as a listed company, Doray is subject to the Listing Rules which require continuous disclosure of any information Doray has concerning it that a reasonable person would expect to have a material effect on the price or value of its securities.

In addition, Doray is required to lodge various documents with ASIC. Copies of documents lodged with ASIC by Doray may be obtained from, or inspected at, an ASIC office.

A substantial amount of information about Doray, including its ASX announcements, is available in electronic form from its website at www.dorayminerals.com.au.

The most recent audited financial statements of Doray for the full financial year ended 30 June 2014 were lodged with the ASX on 30 September 2014.

7. Profile of Combined Group

7.1 Introduction

Doray has prepared a profile of the Combined Group which appears at section 5 of the Bidder's Statement. Your Directors have reviewed the Combined Group profile and recommend that you read and carefully consider the information in section 5 of the Bidder's Statement.

However, it is important to note that the profile of the Combined Group will vary depending on the outcome of Doray's Offers, in particular whether Doray achieves 100% ownership of Mutiny or an ownership percentage less than 90% (in which case, Mutiny will not be a wholly owned subsidiary of Doray).

7.2 Capital structure of Combined Group

A description of the capital structure of the Combined Group, and the assumptions on which that description is based is set out at section 5.2 of the Bidder's Statement.

7.3 Pro forma financial information for the Combined Group

Section 5.5 of the Bidder's Statement sets out a Combined Group pro-forma unaudited consolidated statement of financial position as at 30 September 2014, together with:

- a description of the pro forma adjustments made; and
- the assumptions underlying the preparation of that financial statement.

7.4 No financial forecast of revenue or profit

Mutiny Securityholders should be aware that, as set out in section 5.6 of the Bidder's Statement, the profile of the Combined Group does not include any financial forecasts or projections for revenue or profit in relation to Doray, Mutiny or the Combined Group. This is because Doray considers that a reasonable basis does not exist for producing such forecasts or projections that would be sufficiently meaningful or reliable to be of value to either set of securityholders, speculative and potentially misleading for Mutiny Securityholder, given:

- a substantial portion of Doray's revenue from Andy Well currently depends upon the spot gold price – the US\$ gold price has been volatile in recent times and the future market prices for gold, taking into account fluctuations in exchange rates, are inherently uncertain;
- development of Mutiny's Deflector Project is subject to inherent risks associated with material grades and quantities, mining and process equipment availability, the granting of production licenses, extraction and logistics costs, making financial forecasts or projections of future revenue or profit from the Deflector Project inherently uncertain; and
- the remainder of the Combined Group's assets are principally pre-development exploration projects.

8. Information regarding the Offers

8.1 Overview

This section 8 contains the Mutiny Director's commentary on the terms and conditions of Doray's Offers.

The full terms and conditions of Doray's Offers are set out in sections 10.11 and 11.11 of Doray's Bidder's Statement.

8.2 The Offers

Doray is offering to acquire all of the Mutiny Shares from Mutiny Shareholders, and all of the Mutiny Listed Options from Mutiny Listed Optionholders. The Offers relate to Mutiny Shares and Mutiny Listed Options that exist as at the Record Date.

The Share Offer also extends to:

- holders of Mutiny Shares that are issued during the period from the Record Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by Mutiny Listed Options and Mutiny Unlisted Options;
- holders of Mutiny Shares that are issued during the period from the Record Date to the end of the Offer Period due to the accelerated vesting of the Mutiny Performance Rights described in section 4.6(a) of the Bidder's Statement; and
- any person who becomes registered, or entitled to be registered, as the holder of Mutiny Shares to which the Share Offer relates during the Offer Period.

The Option Offer also extends to any person who becomes registered as the holder of Mutiny Listed Options during the Offer Period.

You may only accept the Offers in respect of all of your Mutiny Shares or Mutiny Listed Options.

8.3 Consideration under the Offers

The consideration being offered by Doray under the Share Offer is 1 Doray Share for each 9.5 Mutiny Shares accepted into the Share Offer (subject to the rounding discussed below). The Doray Shares will rank equally with the Doray Shares currently on issue.

The consideration being offered by Doray under the Option Offer is 1 Doray Listed Option for each 9.5 Mutiny Listed Options accepted into the Option Offer. The terms of the Doray Listed Options are summarised in section 2.6 of the Bidder's Statement.

If the number of Doray Shares or Doray Listed Options to which you are entitled is not a whole number, then any fractional entitlement will be rounded down to the nearest whole number.

If you accept the Offers made to you, the value of the consideration you will receive will depend on the price of Doray Shares at the time that the Doray Shares or Doray Listed Options are issued to you under the Offers.

As at the last available trading day prior to finalising this Target's Statement, the implied value of the Share Offer consideration was equivalent to A\$0.032 per Mutiny Share, based on the closing price of Doray Shares on the ASX of A\$0.30 on 14 November 2014²¹.

You should be aware that the implied value of the Offers will fluctuate with changes in the market price of Doray Shares.

²¹ Calculated using ASX trading data provided by IRESS (without the consent of IRESS to the use of the data, as permitted by ASIC Class Order 07/429).

8.4 Offer Period

The Offers are open for acceptance until 7.00pm (Sydney time) on 23 December 2014, unless otherwise extended or withdrawn.

Doray may extend the Offers at any time before giving the Notice of Status of Conditions (see section 8.6 of this Target's Statement) while the Offers remain subject to Conditions. However, if the relevant Offer is unconditional (that is, all the Conditions in respect of that Offer are satisfied or waived), Doray may extend the period of that Offer at any time before the end of the relevant Offer Period.

In addition, there will be an automatic extension of the Offer Period if, within the last 7 days of the Offer Period:

- Doray improves the consideration offered under the Share Offer and / or the Option Offer; or
- Doray's voting power in Mutiny increases to more than 50%.

If either of these two events occurs, the Offer Period is automatically extended so that it ends 14 days after the relevant event occurs.

Under the Bid Implementation Agreement, Doray must not extend the Offer Period where the proposed extension would result in the Offer Period ending after 28 April 2015, unless Doray has obtained a Relevant Interest at least 50.1% of Mutiny Shares prior to that time or Mutiny has provided its prior written consent (such consent not to be unreasonably withheld or delayed).

8.5 Conditions of the Offers

The Offers are subject to a number of conditions which are set out in full in sections 10.11 and 11.11 of the Bidder's Statement. Unless all of these conditions are satisfied or waived before the end of the Offer Period²², Doray's Offers will lapse and no consideration will be received by Mutiny Securityholders who have accepted the Offers. Furthermore, Mutiny Securityholders that accept the Offers will lose their ability to deal with their Mutiny Securities, including accepting any potentially higher competing offer, except in limited circumstances.

By way of summary, the conditions to the Offers are:

Conditions (adopting the same references as sections 10.11 and 11.11 of the Bidder's Statement)	
(a)	Doray has received acceptances under the Share Offer that give Doray a Relevant Interest in at least 90% of all the Mutiny Shares (on a fully diluted basis).
(b)	Doray has acquired not less than an aggregate of 90% of the Mutiny Listed Options and Mutiny Unlisted Options on issue.
(c)	Between the Announcement Date and the end of the Offer Period (each inclusive), no action has been taken by a Public Authority which materially adversely impacts upon the making of the Offers or the completion of the Takeover Bid.
(d)	Between the Announcement Date and the end of the Offer Period (each inclusive), no material adverse change in respect of Mutiny has occurred, been announced or otherwise

²² or in the case of Condition (f) (No prescribed occurrence) in clause 8.5, by the end of the third Business Days after the end of the Offer Period.

	becomes apparent or known to Doray.
(e)	<p>Between the Announcement Date and the end of the Offer Period (each inclusive), Mutiny:</p> <ul style="list-style-type: none"> • carries on its business in the usual and ordinary course; and • does not (other than as agreed by Doray, or as Fairly Disclosed to Doray prior to the date of the Bid Implementation Agreement, or in accordance with the Agreed Budget): <ul style="list-style-type: none"> ➢ make any material acquisition or disposal; ➢ enter into or amend any Material Contract (including employment contract); ➢ borrow any money from any person other than Doray; ➢ become exposed to a material or contingent liability; ➢ becomes liable to pay a material bonus to any director; ➢ grant any encumbrance over its assets (other than in the ordinary course of business); ➢ announce, declare or pay any distribution (whether by way of dividend, capital reduction or otherwise); or ➢ materially increase or accelerate the compensation or benefits, or agree to pay a material bonus to any director, officer or executive of Mutiny.
(f)	Between the Announcement Date and the date that is the third Business Days after the end of the Offer Period (each inclusive), no prescribed occurrence occurs in respect of Mutiny, other than any issue of Mutiny Shares as a result of the exercise of any Mutiny Listed Option or Mutiny Unlisted Options, or the issue and subsequent vesting of any Mutiny Performance Rights in accordance with the Bid Implementation Agreement.
(g)	Between the Announcement Date and the end of the Offer Period (each inclusive), each of the representations and warranties given by Mutiny under the Bid Implementation Agreement are true and correct in all material respects.
(h)	Between the Announcement Date and the end of the Offer Period (each inclusive), Mutiny has not terminated the Bid Implementation Agreement as a result of a material breach of that agreement by Doray, any Public Authority prohibiting the making of the Offers, or a material adverse change or prescribed occurrence occurring in respect of Doray.

As at the date of this Target's Statement, Mutiny is not aware of any act, omission, event or fact that would result in any of the Conditions to the Offers being triggered (or not being satisfied, as appropriate).

8.6 Notice of Status of Conditions

Section 10.15 and 11.15 of the Bidder's Statement state that Doray will give a Notice of Status of Conditions to ASX and Mutiny on 15 December 2014 (subject to extension in accordance with section 630(2) of the Corporations Act if the Offer Period is extended).

Doray is required to set out in its Notice of Status of Conditions:

- whether the Offers are free of any or all of the Conditions;
- whether, so far as Doray knows, any of the Conditions have been fulfilled; and
- Doray's voting power in Mutiny.

If the Offer Period is extended before the time by which the Notice of Status of Conditions is to be given, the date for giving the Notice of Status of Conditions will be taken to be postponed for the same period. In the event of such an extension, Doray is required, as soon as practicable after the extension, to give a notice to ASX and Mutiny that states the new date for giving the Notice of Status of Conditions.

If a Condition is fulfilled (so that the relevant Offer becomes free of that Condition) during the relevant Offer Period but before the date for giving the Notice of Status of Conditions is required to be given, Doray must, as soon as practicable, give the ASX and Mutiny a notice that states that the particular Condition has been fulfilled.

As at the date of this Target's Statement, Doray has not given notice that any of the Conditions have been fulfilled.

8.7 Doray's ability to waive Conditions

Under the Corporations Act, Doray may waive (in its absolute discretion) any of the Conditions prior to giving the Notice of Status of Conditions. However, under the terms of the Bid Implementation Agreement, Doray has agreed that it will not waive:

- the 90% minimum acceptance condition (see Condition (a) of section 8.5) unless Doray has acquired a Relevant Interest in at least 50.1% of Mutiny Shares or Mutiny provides its prior written consent; and
- the condition that Mutiny has not terminated the Bid Implementation Agreement because of a material breach by Doray, or a material adverse change, or prescribed occurrence occurring in respect of Doray (see Condition (h) of section 8.5), unless Mutiny provides its prior written consent.

As at the date of this Target's Statement, Doray does not have a Relevant Interest in at least 50.1% of Mutiny Shares, and Mutiny has not otherwise provided its written consent to waive either of the Conditions specified above.

Mutiny Securityholders should be aware that Doray may decide to waive consideration of the Share Offer without waiving the equivalent condition or conditions of the Options Offer, or vice versa.

8.8 Withdrawal of the Offers

Doray may not withdraw the Offers made to you if you have already accepted it. Before you accept the Offer or Offers made to you in respect of each of your Mutiny Shares or Mutiny Listed Options, Doray may withdraw that Offer with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

8.9 Lapse of Offers

The Offers made to you will lapse if the Conditions are not satisfied or waived by the end of the Offer Period. If the Offers lapse, all contracts resulting from acceptances of the Offers and all acceptances that have not resulted in binding contracts are void. In those circumstances, you will be free to deal with your Mutiny Shares and Mutiny Listed Options as you see fit.

8.10 Effect of acceptance

The effect of acceptance of the Offer is set out in section 10.8 and 11.8 of the Bidder's Statement. Mutiny Securityholders should read these provisions in full to understand the effect that acceptance will have on the rights attaching to their Mutiny Shares and Mutiny Listed Options, and the representations and warranties that they give by accepting the Offer or Offers made to them.

Importantly, the Conditions are conditions to performance of Doray's obligations. Accordingly, Mutiny Securityholders that accept the Offers while they are still subject to the Conditions will give up their right to sell their Mutiny Securities on market, or otherwise deal with their Mutiny Securities, and the rights attaching to those securities.

8.11 Your ability to withdraw your acceptance

If you accept an Offer made to you, you will have limited rights to withdraw that acceptance.

You may withdraw your acceptance of the Offer only if:

- the Conditions of the Offer are not fulfilled or waived by the time specified in the Bidder's Statement; or
- Doray varies the Offers in a way that postpones for more than one month the time when Doray needs to issue the Doray Shares or Doray Listed Options under the relevant Offer. This will occur if Doray extends the Offer Period by more than one month and the relevant Offer is still subject to one or more of the Conditions at the time of your purported withdrawal.

8.12 When you receive your consideration if you accept the Offers

You will be issued your Doray Shares (if you are a Mutiny Shareholder) and / or Doray Listed Options (if you are a Mutiny Listed Optionholder) on or before the later of:

- one month after the date the relevant Offer becomes or is declared unconditional; and
- one month after the date you accept the relevant Offer if the Offer is, at the time of acceptance, unconditional,

but, in any event (assuming the relevant Offer becomes or is declared unconditional), no later than 21 days after the end of the Offer Period.

However, there are certain exceptions to the above timetable for the issuing of consideration. Full details of when you will be issued your consideration are set out in sections 10.9 and 11.9 of the Bidder's Statement.

8.13 Effect of an improvement in consideration on Mutiny Securityholders who have already accepted the Offers

If Doray improves the consideration offered under the Share Offer or the Option Offer, all Mutiny Securityholders to whom the relevant Offer is made, whether or not they have accepted the relevant Offer before that improvement in consideration, will be entitled to the benefit of that improved consideration should they accept the relevant Offer and that Offer becomes or is declared unconditional.

8.14 Ineligible Foreign Securityholders

If a Mutiny Securityholder's address in the register of members (in the case of a Mutiny Shareholder) or in the register of optionholders (in the case of a Mutiny Listed Optionholder) is a place outside of Australia and its external territories or New Zealand, Singapore or the United Kingdom, that Mutiny Securityholder will be an Ineligible Foreign Securityholder.

Ineligible Foreign Securityholders will not be entitled to receive Doray Securities as consideration for their Mutiny Securities. Instead, the relevant Doray Securities (which would otherwise be transferred to Ineligible Foreign Securityholders) will be allotted to a nominee (which may require ASIC approval) who will sell the Doray Securities and will distribute to each of those Ineligible Foreign Securityholders their proportion of the proceeds of sale, net of expenses.

See sections 10.10 and 11.10 of the Bidder's Statement for further information.

8.15 Compulsory acquisition

(a) Post-bid compulsory acquisition regarding Mutiny Shares

Doray has stated in section 6.2(a) of its Bidder's Statement that it intends to proceed with compulsory acquisition of any Mutiny Shares not acquired under the Offers if it is entitled to do so in accordance with the Corporations Act. Doray will be entitled, under section 661A of the Corporations Act, to compulsorily acquire any Mutiny Shares in respect of which it has not received an acceptance of the Share Offer on the same terms as the Share Offer if, during or at the end of the Offer Period:

- Doray and its Associates have a Relevant Interest in at least 90% (by number) of Mutiny Shares; and
- Doray and its Associates have acquired at least 75% (by number) of the Mutiny Shares that Doray has offered to acquire under the Share Offer.

If this threshold is met, Doray will have one month after the end of the Offer Period within which to give compulsory acquisition notices to Mutiny Shareholders that have not accepted the Share Offer.

If compulsory acquisition occurs under section 661A of the Corporations Act, Mutiny Shareholders that have their Mutiny Shares compulsorily acquired will be issued their consideration later than Mutiny Shareholders that accept the Share Offer.

(b) Post-bid compulsory acquisition regarding Mutiny Listed Options

Doray has stated in section 6.2(a) of its Bidder's Statement that it intends to proceed with compulsory acquisition of any Mutiny Listed Options not acquired under the Offers if it is entitled to do so in accordance with the Corporations Act. Doray will be entitled, under section 661A of the Corporations Act, to compulsorily acquire any Mutiny Listed Options in respect of which it has not received an acceptance of the Option Offer on the same terms as the Option Offer if, during or at the end of the Offer Period:

- Doray and its Associates have a Relevant Interest in at least 90% (by number) of Mutiny Listed Options; and
- Doray and its Associates have acquired at least 75% (by number) of the Mutiny Listed Options that Doray has offered to acquire under the Option Offer.

If this threshold is met, Doray will have one month after the end of the Offer Period within which to give compulsory acquisition notices to Mutiny Listed Optionholders that have not accepted the Option Offer.

If compulsory acquisition occurs under section 661A of the Corporations Act, Mutiny Listed Optionholders that have their Mutiny Listed Options compulsorily acquired will be issued their consideration later than Mutiny Listed Optionholders that accept the Option Offer.

(c) General compulsory acquisition

Doray states in section 6.3(a) of its Bidder's Statement that even if Doray does not satisfy the compulsory acquisition threshold referred to in sections 8.15(a) and 8.15(b) of this Target's Statement, it is possible that Doray may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act.

Doray will be entitled to exercise rights of general compulsory acquisition if Doray acquires (itself or together with related bodies corporate), at some time after the end of the Offer Period, voting power of 90% in Mutiny and become the beneficial holder of 90% of all Mutiny securities (by value).

In those circumstances, Doray will be entitled, under section 664A of the Corporations Act, to compulsorily acquire any outstanding Mutiny securities it does not hold.

If Doray elects to compulsorily acquire all remaining Mutiny securities under this general compulsory acquisition procedure, it must:

- lodge a compulsory acquisition notice with ASIC within 6 months of achieving its 90% interest in Mutiny;
- propose a cash sum for the compulsory acquisition of the relevant Mutiny securities; and
- obtain a report of an independent expert stating whether, in the expert's opinion, the terms proposed in the compulsory acquisition notice constitutes 'fair value' for the securities covered.

Doray has not stated in its Bidder's Statement the cash sum it would propose for any compulsory acquisition of Mutiny securities that is undertaken by Doray under section 664A of the Corporations Act.

(d) Challenging compulsory acquisition

Mutiny Securityholders have statutory rights to challenge any compulsory acquisition. However, a successful challenge will require the relevant Mutiny Securityholder to establish to the satisfaction of a court that the terms of the relevant Offer do not represent fair value for the Mutiny Securities.

8.16 Unlisted Options Offer

Before the end of the Offer Period, Doray will make the Mutiny Unlisted Options Offers to each of the holders of Mutiny Unlisted Options. Pursuant to the Mutiny Unlisted Options Offers, each of the Mutiny Unlisted Optionholders may transfer their Mutiny Unlisted Options to Doray in exchange for Doray Unlisted Options on substantially the same terms. These offers are conditional only on the Offers becoming unconditional and Doray acquiring a Relevant Interest in more than 50.1% of Mutiny Shares.

The Mutiny Unlisted Options are held by Argonaut Investments Pty Ltd, Mr Allan Brown (Non-Executive Chairman of Mutiny) and Mr Rowan Johnston (the executive Director Operations of Mutiny). See section 11.4(e)(i) for further details regarding the number and terms of the Doray Unlisted Options to be issued to Mr Brown and Mr Johnston.

See section 9.16 of the Bidder's Statement and section 11.4(e)(i) of this Target's Statement for further information relating to the Mutiny Unlisted Options Offer.

9. Risks relating to the Offers

9.1 Introduction

Mutiny Securityholders should be aware of the following key risks that arise from the Offers and being a holder of Doray Shares or Doray Listed Options.

9.2 Conditions of the Offer

As described in sections 10.11 and 11.11 of the Bidder's Statement and section 8.5 of this Target's Statement, the Offers are subject to a number of Conditions.

If you accept the Offers while they remain subject to Conditions, then subject to any statutory withdrawal rights that may be available to you (see section 8.11 of this Target's Statement) you will no longer be able to trade your Mutiny Securities on the ASX or withdraw your acceptance of the relevant Offer. You should be aware that the market price of Mutiny Securities may exceed the implied price under the Offers during the Offer Period.

If you accept the Offers and any of the Conditions remain unsatisfied at the end of the Offer Period and are not otherwise waived by Doray, there is no obligation on Doray to issue Doray Securities to you as consideration for your Mutiny Securities. In those circumstances, any acceptances of the Offers will be void and you would then be free to deal with your Mutiny Securities.

9.3 Limited withdrawal rights

As described in sections 10.17 and 11.17 of the Bidder's Statement, you may only withdraw your acceptance of the Offers in limited circumstances (see also section 8.11 of this Target's Statement). Otherwise, you will be unable to withdraw your acceptances even if the value of the Doray Securities to be issued to you as consideration varies from the date of your acceptance.

9.4 CGT

The taxation consequences of accepting the Offers depends on a number of factors and will vary depending on each Mutiny Securityholder's particular circumstances. Relevantly, if the Offers become unconditional, CGT rollover relief will not be available if Doray acquires less than 80% of Mutiny Shares under the Share Offer.

Mutiny Securityholders should refer to section 10 of this Target's Statement and section 7 of the Bidder's Statement, which contains a general overview of the possible tax implications of accepting the Offers for Mutiny Securityholder's resident in Australia. The tax consequences will depend on your individual circumstances. You should seek your own independent financial and taxation advice, which takes into account your personal circumstances, before making a decision as to whether or not to accept the Offers.

Ineligible Foreign Securityholder are encouraged to seek their own advice in relation to any financial or taxation consequences in their home jurisdictions that may arise as a consequence of accepting the Offers.

9.5 Minority ownership consequences

In section 6.3 of the Bidder's Statement, Doray describes its intentions if it holds a sufficient number of Mutiny Securities to exercise control over the management and operations of Mutiny, but is not be entitled to compulsorily acquire all outstanding Mutiny Shares and Mutiny Listed Options.

If the circumstances described in section 6.3 of the Bidder's Statement occur, Mutiny Shareholders who do not accept the Share Offer will become minority shareholders in Mutiny and will no longer collectively control Mutiny.

This has a number of possible implications, including the following:

- Doray will be able to cast the majority of votes at a general meeting of Mutiny, enabling it to control the Mutiny Board and senior management, determine Mutiny's dividend policy and control the strategic direction of Mutiny;
- The Mutiny share price may fall following the end of the Offer Period;
- Pursuant to the terms of the Bid Implementation Agreement, Doray will control a majority of the positions on the Mutiny Board;
- Depending on the number of remaining Mutiny Shareholders, Doray may consider whether to seek to have Mutiny removed from the official list of the ASX²³. If this occurs, Mutiny Shares and Mutiny Listed Options would not be able to be traded on the ASX;
- The liquidity of Mutiny Shares may be lower than at present; and
- If Doray acquires 75% or more of Mutiny Shares it will be able to pass special resolutions of Mutiny. This will enable it to amend Mutiny's constitution.

9.6 Possibility of a Superior Proposal emerging

You may consider that a third party may make a Superior Proposal. If you accept the Offers, you will not be able to accept into any Superior Proposal that may be made, unless the Offers lapse or you are able to withdraw your acceptance due to the extension of the Offer Period.

Whilst the Bid Implementation Agreement entered into with Doray prevents Mutiny from soliciting Third Party Proposals, Mutiny is able to respond to and negotiate with respect to a Third Party Proposal should it be approached on an unsolicited basis. If a Third Party Proposal is made to Mutiny which the Directors consider is, or would be likely to result in, a Superior Proposal, then under the terms of the Bid Implementation Agreement Doray has been afforded a limited period of time to match that proposal.

As at the date of this Target's Statement, no Superior Proposal has emerged.

9.7 Risks associated with holding Doray Securities

Section 8 of the Bidder's Statement sets out the risks that Mutiny Securityholders may face when investing in Doray Securities. You should read that section of the Bidder's Statement carefully and in full.

By way of summary, these risks include:

- specific risks relating to Doray and the Combined Group, such as:
 - movements in gold prices and US\$/A\$ exchange rates;
 - the fact that the Minerals Resources and Ore Reserves of the Combined Group are estimates only;
 - risks relating to the development of the assets of the Combined Group;
 - the inherent uncertainty and risk relating to exploration assets of the Combined Group;
 - integration risks relating to the merger of Mutiny and Doray; and
 - risks relating to the capacity of the Combined Group to meet its future funding obligations; and
- general risks affecting the industry generally, such as:
 - risks relating to compliance with Australia's environmental laws;
 - risks relating to the recognition of certain rights of indigenous Australians over land under the Native Title Act 1933 (Cth);
 - being able to recruit appropriately skilled and qualified individuals;

²³ Doray's current intentions, as stated in section 6.3 of the Bidder's Statement, are that in such circumstances it would seek to maintain Mutiny's listing on the ASX subject to Mutiny's continued compliance with the ASX Listing Rules.

- competition from other gold companies within Australia and internationally; and
- potential changes to general economic and business conditions.

You should contact your professional adviser if you require further information regarding these risks in order to make a decision as to whether to accept the Offers made to you.

9.8 Foreign Securityholders

Ineligible Foreign Securityholders will not be issued with Doray Securities. Instead, those Doray Securities will be sold on their behalf by a nominee and the proceeds of sale (net of expenses) remitted to the Ineligible Foreign Securityholders. Those Ineligible Foreign Securityholders will therefore no longer be exposed to any potential upside relating to the assets of Mutiny or the Combined Group.

10. Taxation considerations

10.1 Introduction

The following section provides a summary of the general Australian income tax considerations applicable to Mutiny Securityholders who hold their Mutiny Securities on capital account and dispose of their Mutiny Shares in exchange for Doray Shares and Mutiny Listed Options in exchange for Doray Listed Options.

This summary does not constitute taxation advice and should not be relied upon as such. Given the general nature of the summary and the complexity of the Australian taxation laws, it is strongly recommended that each Mutiny Securityholder consult with their own independent taxation adviser regarding the consequences of participating in the Offers in light of current Australian taxation laws and their particular investment circumstances and anticipated future circumstances.

This summary reflects the provisions of the Tax Law and the regulations made under the Tax Law, taking into account ATO rulings and determinations applicable as at the date of this Target Statement. The summary does not otherwise take into account or anticipate changes in the Tax Law, whether by way of judicial decision or legislative action, nor does it take into account taxation legislation of countries other than Australia. You should be aware that legislation, regulations, rulings, administrative interpretations and judicial decisions are subject to change at any time and, in some circumstances, with retrospective effect.

Mutiny Securityholders who are non-residents of Australia for Australian taxation purposes should obtain specific independent advice as to the taxation consequences of the Offers in their country of residence, as well as in Australia.

The following summary is not exhaustive of all the Australian taxation considerations that could apply to particular Mutiny Securityholders. In particular, the summary does not apply to Mutiny Securityholders who:

- hold either of their Mutiny Shares or Mutiny Listed Options on revenue account (that is, they are engaged in a business of trading in shares), as trading stock or have made an election under the Tax Law that results in gains and losses being regarded on revenue account;
- acquired either of their Mutiny Shares or Mutiny Listed Options for the purposes of resale at a profit;
- acquired either of their Mutiny Shares or Mutiny Listed Options under an arrangement which qualifies as an employee share or option plan for Australian tax purposes;
- are a bank, insurance company, tax exempt organisation or superannuation fund that are subject to special tax rules; or
- are non-resident shareholders that hold either of their Mutiny Shares or Mutiny Listed Options as an asset of a permanent establishment in Australia.

10.2 Income tax implications for Australian residents

In broad terms, the Australian taxation considerations for Mutiny Securityholders who hold Mutiny Securities and dispose of those Mutiny Securities under the Offers, will generally depend on whether or not CGT 'scrip for scrip' rollover relief is available or chosen.

This summary therefore considers the general Australian taxation considerations for Mutiny Securityholders where:

- They accept the Offers and:
 - CGT 'scrip for scrip' rollover relief is not available or is not chosen; and
 - CGT 'scrip for scrip' rollover relief is available and chosen.
- They do not accept the Offers and:
 - Doray is entitled to, and exercise its rights, to acquire the Mutiny Securities under a post-bid compulsory acquisition process in the Corporations Act on the same terms as the Offers; and
 - Doray is entitled to, and exercise its rights, to acquire the Mutiny Securities under the general compulsory acquisition process in the Corporations Act for cash.

10.3 Income tax implications for Australian residents who accept the Offers

If the Offers are successfully implemented, Mutiny Securityholders will dispose of their Mutiny Shares (or Mutiny Listed Options) to Doray and the disposal will trigger a CGT event (CGT Event A1) for the Mutiny Securityholders.

Mutiny Securityholders who accept the Offers will need to calculate their capital gain or capital loss at the time the relevant Offer is accepted. The contract will only be performed if all the Conditions are satisfied. Doray is required to inform Mutiny, ASX and Shareholders as soon as any Conditions are satisfied or waived.

The consequences of the disposal are as follows (subject to any CGT 'scrip for scrip' rollover election described below):

(a) Calculating your Capital Gain or Loss

Mutiny Securityholders will make a capital gain if:

- the capital proceeds received on the disposal of their Mutiny Shares is greater than the cost base of the shares; or
- the capital proceeds received on the disposal of their Mutiny Listed Options is greater than the cost base of the options.

Mutiny Securityholders will make a capital loss if:

- the capital proceeds received on the disposal of their Mutiny Shares is less than the reduced cost base of those shares; or
- the capital proceeds received on the disposal of their Mutiny Listed Options is less than the reduced cost base of those options.

Any capital gain made from the disposal of the Mutiny Securities will be included in the Mutiny Securityholder's assessable income for the income year in which that disposal occurs. A capital loss that arises on the disposal of the Mutiny Securities can generally be offset against any other capital gains from other asset disposals that arise in the same income year.

Any unutilised capital losses can generally be carried forward and offset against capital gains in future years, subject to satisfying the relevant loss utilisation rules.

(b) Capital Proceeds

The 'capital proceeds' for the disposal of the Mutiny Shares will consist of the market value of the Doray Shares.

The 'capital proceeds' for the disposal of the Mutiny Listed Options will consist of the market value of the Doray Listed Options.

The exact market value of the consideration that is received will depend on the price at which the Doray Shares and Doray Listed Options trade on the ASX at the time they are issued to the relevant Mutiny Securityholder.

(c) Cost Base

The CGT 'cost base' of the Mutiny Shares will generally include the actual (or deemed) cost of acquisition plus incidental costs incurred to acquire the Mutiny Shares or that relate to the disposal of the Mutiny Shares.

The CGT 'cost base' of the Mutiny Listed Options will generally include the actual (or deemed) cost of acquisition plus incidental costs incurred to acquire the Mutiny Listed Options or that relate to the disposal of the Mutiny Listed Options

10.4 CGT 'scrip for scrip' rollover relief is not available or is not chosen**(a) Mutiny Securityholders that make a capital loss**

CGT 'scrip for scrip' rollover relief is not available for Mutiny Securityholders that make a capital loss on the disposal of the Mutiny Shares or Mutiny Listed Options.

A Mutiny Securityholder will make a capital loss if the capital proceeds received on the disposal of the respective Mutiny Security is less than the reduced cost base of the relevant Mutiny Security.

(b) Mutiny Securityholders that make a capital gain but do not elect for rollover

Where a Mutiny Securityholder makes a capital gain and it does not elect 'scrip for scrip' rollover, then any capital gain is included in their taxable income in the year of disposal.

The CGT discount is available to Mutiny Securityholders who are individuals, trusts or complying superannuation funds that have held their Mutiny Shares or Mutiny Listed Options for at least 12 months before the time of disposal under the relevant Offer (generally acceptance).

Broadly, the CGT discount rules enable the Mutiny Securityholders to reduce their capital gain (after the application of any current year or prior year capital losses) by 50% for individuals and trusts and $33\frac{1}{3}\%$ for complying superannuation funds. Mutiny Securityholders having any current year capital losses or net capital losses from previous income years should seek independent taxation advice in relation to the potential availability of the CGT discount.

The CGT discount is not available to Mutiny Securityholders that are companies.

The application of the CGT discount rules to a Mutiny Securityholder that is a trustee of a trust is complex, particularly where distributions are attributable to discounted capital gains. Such Mutiny Securityholders should therefore seek their own independent taxation advice based on their particular circumstances.

10.5 CGT 'scrip for scrip' rollover is available and chosen

Mutiny Securityholders who accept the Offer and make a capital gain are eligible to elect CGT 'scrip for scrip' rollover relief provided Doray becomes the owner of 80% of the Mutiny Shares and Mutiny Listed Options. This should be satisfied under the terms of the Conditions unless Doray waives the 90% minimum acceptance requirement in relation to the Share Offer, which it

has agreed can only be done where it has acquired a relevant interest in at least 50.1% of Mutiny Shares.

The consequences of choosing CGT rollover are as follows:

- any capital gain in respect of the disposal of either the Mutiny Shares or Mutiny Listed Options will be disregarded; and
- the realisation of any capital gain will be deferred until a CGT event takes place in respect of either the replacement Doray Shares or Doray Listed Options.

If CGT 'scrip for scrip' rollover is available, Mutiny Securityholders will need to choose for the rollover to apply. The choice must be made before the lodgement of their income tax return for the income year in which the Offers are implemented, although a formal written choice is not necessary.

Rather, the choice will be evidenced by the manner in which Mutiny Securityholders prepare and lodge their income tax return for the relevant income year (that is, by the fact that the Mutiny Securityholders' income tax return excludes the capital gain that is subject to the CGT scrip-for-scrip rollover, if that rollover is available).

A Mutiny Securityholder who chooses roll-over relief will be taken to have acquired their Doray Shares or Doray Listed Options at the time they acquired their original Mutiny Shares or Mutiny Listed Options. This is relevant to determine if CGT discount rules apply on a future disposal of Doray Shares or Doray Listed Options.

10.6 Income tax implications for Australian residents who do not accept the Offer

Mutiny Securityholders who do not accept the Offer will be subject to tax as set out below where the Conditions are satisfied.

(a) Post – bid compulsory acquisition regarding Mutiny Shares or Mutiny Listed Options

As outlined in sections 8.15(a) and 8.15(b) of this Target Statement and section 6.2(a) of the Bidder's Statement, Doray has stated that it intends to proceed with compulsory acquisition of any Mutiny Securities not acquired under the Offers when it is entitled to do so in accordance with the Corporations Act.

If the Conditions to the Offers are satisfied, Doray will be entitled to exercise post-bid compulsory acquisition rights to compulsorily acquire:

- the Mutiny Shares it does not hold on the same terms of the Share Offer. The time of disposal will be the time of the compulsory acquisition; and
- the Mutiny Listed Options it does not hold on the same terms of the Option Offer. The time of disposal will be the time of the compulsory acquisition.

Mutiny Securityholders who have their Mutiny Securities compulsorily acquired in this way will calculate their capital gain or capital loss in the same manner as listed above. They will be eligible for CGT 'scrip for scrip' rollover where they would otherwise make a capital gain.

(b) General compulsory acquisition

Doray states in section 6.3(a) of its Bidder's Statement that even if Doray does not satisfy the post-bid compulsory acquisition threshold referred to in sections 8.15(a) and 8.15(b) of this Target Statement, it is possible that Doray may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act to acquire the Mutiny Securities it does not hold.

Where either the Mutiny Shares or Mutiny Options are compulsorily acquired by Doray exercising any rights to general compulsory acquisition under section 664A of the Corporations Act as outlined in section 8.15(c) of the Target Statement, then cash consideration will be

provided and received by Mutiny Securityholders. CGT 'scrip for scrip' roll-over will not be available in these circumstances.

In these circumstances, the Mutiny Shareholders and Mutiny Listed Optionholders will include in their assessable income any capital gain or loss they make in relation to the disposal of their Mutiny Shares and Mutiny Listed Options. A CGT discount may be available in certain circumstances (refer above) to reduce the amount of any taxable capital gain.

This section of the Target's Statement is not intended to consider the implications for Mutiny Shareholders and Mutiny Listed Optionholders in these circumstances in any detail.

Accordingly, independent advice should be obtained by Mutiny Shareholders and Mutiny Listed Optionholders to confirm the applicable tax implications.

10.7 Tax implications for Non-Australian Resident Mutiny Securityholders

Under current Australian Tax Laws, non-Australian tax residents are not assessable on capital gains arising from the disposal of shares or options in an Australian company where those shares or options do not qualify as 'taxable Australian property'.

Shares or options in an Australian company may only qualify as 'taxable Australian property' if a majority of the company's underlying assets consist of real property situated in Australia and the relevant Mutiny Securityholder has at least a 10% interest in Mutiny (on an associate inclusive basis).

As far as Mutiny is aware, no Mutiny Securityholder has voting power or a right to acquire voting power in excess of 10% of the Mutiny Shares. Accordingly, it is unlikely that a non-resident Mutiny Securityholder will be subject to Australian tax on the disposal of their Mutiny Shares or Mutiny Listed Options where they are held on capital account.

The Australian tax consequences may vary where a non-resident Mutiny Securityholder held their Mutiny Shares or Mutiny Listed Options at any time in carrying on a business at or through a permanent establishment in Australia.

We recommend that any Mutiny Securityholders that are non-Australian tax residents who intends to accept the Offers seek independent professional advice on the tax implications of doing so based on their own specific circumstances.

10.8 Stamp duty

Doray will pay the stamp duty (if any) payable in Australia on the transfers of Mutiny Securities under the Offers.

10.9 GST

No GST will be payable on the transfer of the Mutiny Securities as the supply of shares and options is input taxed (exempt) from GST in Australia. Any fees incurred in relation to transaction services are likely to be subject to GST, for which a reduced input tax credit may be available depending on your particular circumstances.

11. Additional Information

11.1 Agreements relating to the Offers

(a) Bid Implementation Agreement

On 28 October 2014, Mutiny and Doray entered into the Bid Implementation Agreement which Doray agreed to make conditional off-market takeover bids for all of the Mutiny Shares and Mutiny Listed Options.

A copy of the Bid Implementation Agreement was lodged with the ASX on 28 October 2014 and can be obtained from Mutiny's website (at www.mutiny.com.au) or Mutiny's profile on the ASX's website (at www.asx.com.au). A summary of the key terms of the Bid Implementation Agreement is set out at section 9.1 of the Bidder's Statement.

Consistent with the negotiated, recommended nature of the Offers, the Bid Implementation Agreement contains exclusivity and matching rights in favour of Doray, as well as a break fee of A\$360,000 (exclusive of GST) which is payable by Mutiny to Doray in limited circumstances which are set out in section 9.1(b) of the Bidder's Statement.

(b) Interim funding arrangement

As announced on 28 October 2014, Doray has also agreed to provide Mutiny with a loan facility to assist Mutiny in funding early works in relation to the development of its Deflector Project and to meet its working capital requirements during the Offer Period (**Doray Loan Facility**). The maximum amount available under the Doray Loan Facility is A\$3 million (including any capitalised interest on amounts drawn). Interest on the amounts drawn under the Doray Loan Facility is payable at 12% per annum.

As at the date of this Target's Statement, no amounts have been advanced under the Doray Loan Facility. Any amounts advanced under the Doray Loan Facility will be repayable on the date that is three months after the close of the Offers, although there is an obligation to repay those amounts in full:

- (i) immediately, if an event of default occurs under the Doray Loan Facility (see section 9.5 of the Bidder's Statement for a summary of the events of default under the Doray Loan Facility);
- (ii) within 5 business days:
 - (A) if a majority of Mutiny Directors recommend a Third Party Proposal (in which case Doray is also entitled to an amount equal to the interest foregone as a result of early repayment of the loan);
 - (B) if any person (other than Doray) acquires voting power of more than 30% in Mutiny, or Doray otherwise terminates the Bid Implementation Agreement due to a material breach of that agreement by Mutiny; or
 - (C) if Mutiny raises an amount in cash exceeding \$1 million as a result of one or more issues of new equity, debt or hybrid securities; and
- (iii) if the Bid Implementation Agreement is terminated for reasons other than those set out above, within three months of the date of termination of the Bid Implementation Agreement.

(c) Amendments to Sandstorm Agreement

Under the Sandstorm Agreement, Mutiny owes US\$6 million (plus interest) to Sandstorm Gold Ltd. As part of securing the Doray Loan Facility, Sandstorm Gold Ltd has agreed to extend the date for repayment of the this amount from 16 April 2015 to 16 October 2015.

11.2 Interest and dealings in Mutiny securities

(a) Interests in Mutiny Securities

Details of the Relevant Interest of the Directors in Mutiny Securities as at the date of this Target's Statement are set out in section 1 of this Target's Statement.

(b) Dealings in Mutiny Securities

Except as otherwise set out in this Target's Statement, no Director has acquired or disposed of a Relevant Interest in any Mutiny Securities in the four month period ending on the date immediately before the date of this Target's Statement.

(c) Intentions of the Directors in relation to the Offers

The intentions of the Directors in relation to the Offers and their own Mutiny Securities are set out in section 1 of this Target's Statement.

11.3 Interest and dealings in Doray Securities

(a) Interests in Doray Securities

As at the date of this Target's Statement, no Director had a Relevant Interest in any Doray Securities.

(b) Dealings in Doray Securities

No Director has acquired or disposed of a Relevant Interest in any Doray Securities in the four month period ending on the date immediately before the date of this Target's Statement.

Neither Mutiny nor any Associate of Mutiny has acquired or disposed of a Relevant Interest in any Doray Securities in the four months period ending on the date immediately before the date of this Target's Statement.

11.4 Benefits and Agreements

(a) Directorships

As at the date of this Target's Statement, no Director of Mutiny is a director of Doray.

(b) Benefits in connection with retirement from office

Except as otherwise set out in this Target's Statement, no person has been or will be given any benefit (other than a benefit which can be given without member approval under the Corporations Act) in connection with the retirement of that person, or someone else, from a board or managerial office of Mutiny or a Related Body Corporate of Mutiny.

(c) Agreements connected with or conditional on the Offers

Except as otherwise set out in this Target's Statement, there are no agreements made between any Director and any other person in connection with, or conditional upon, the outcome of the Offers other than in their capacity as a holder of Mutiny Securities.

(d) Benefits from Doray

Except as otherwise set out in this Target's Statement, none of the Directors has agreed to receive, or is entitled to receive any benefit from Doray which is conditional on, or is related to, the Offers, other than in their capacity as a holder of Mutiny Securities.

(e) Interests of Directors in contracts with Doray

Except as set out below or otherwise disclosed in this Target's Statement, none of the Directors have any interest in any contract entered into by Doray.

(i) Unlisted Options Offers

Under the Mutiny Unlisted Options Offers, Doray will make an offer to acquire the Mutiny Unlisted Options held by Mr Allan Brown and Mr Rowan Johnston. Each of Mr Brown and Mr Johnston hold 2,425,000 Mutiny Unlisted Options, which have exercise prices of between A\$0.15 and A\$0.35 and expire 31 December 2017.

The Mutiny Unlisted Options Offers are conditional on the Offers being declared unconditional in accordance with the terms of the Bid Implementation Agreement and Doray acquiring voting power in Mutiny Shares of at least 50.1%.

If Mr Brown and Mr Johnston accept the Mutiny Unlisted Options Offers, each of Mr Brown and Mr Johnston will be issued that number of Doray Unlisted Options (expiring 31 December 2017) set out in the table below and having the exercise price set out in the table below.

Unlisted Option Holder	Number of Mutiny Unlisted Options	Exercise Price (A\$)	Consideration	
			Number of Doray Unlisted Options	Exercise Price (A\$)
Allan Brown	382,000	0.15	40,210	1.425
	455,000	0.20	47,894	1.900
	530,000	0.25	55,789	2.375
	530,000	0.30	55,789	2.850
	528,000	0.35	55,578	3.325
Rowan Johnston	382,000	0.15	40,210	1.425
	455,000	0.20	47,894	1.900
	530,000	0.25	55,789	2.375
	530,000	0.30	55,789	2.850
	528,000	0.35	55,578	3.325

(ii) Mr Allan Brown to become a non-executive director of Doray

If Doray acquires control of Mutiny, Mr Allan Brown will be appointed a non-executive director of Doray. Mr Brown is expected to receive directors fees consistent with Doray's existing non-executive directors in respect of his role as a non-executive director of Doray.

(iii) Termination of Sirona Capital Mandate

Sirona Capital was engaged by Mutiny to provide advice in relation to the debt and equity capital raising process commenced by Mutiny in mid 2014 to finance the development of the Deflector Project (**Sirona Capital Mandate**). Mutiny and Sirona Capital have agreed that if Doray acquires a Relevant Interest in more than 50% of Mutiny Shares and the Offers made under the Takeover Bid become unconditional, the

Sirona Mandate will terminate and Sirona Capital will be paid A\$200,000 in consideration of that termination.

Mr Kelvin Flynn, non-executive director of Mutiny, is a 50% shareholder and managing director of Sirona Capital. Accordingly, Mr Flynn will receive a personal financial benefit if the Sirona Capital Mandate is terminated in the circumstances described above.

(f) Redundancy of Mr Anthony James and Mr Rowan Johnston

As set out in section 6.2(c) of the Bidder's Statement, if the Offers are successful, Doray intends to make Mutiny's executive directors, Mr Anthony James and Mr Rowan Johnston, redundant effective from the later of the date the Doray acquires control of Mutiny's board and 31 January 2015.

As disclosed to the ASX prior to the announcement of the Offers, in the event of their redundancy (and subject to compliance with Division 2 of Part 2D.2 of the Corporations Act):

- Mr James is entitled to a payment in lieu of notice equal to 6 months of his base salary (equivalent to A\$170,000); and
- Mr Johnston is entitled to a payment in lieu of notice equal to 12 months of his base salary (equivalent to A\$270,000).

In addition, Mutiny has resolved to exercise its discretion under Mutiny's Short Term Incentive Plan to grant A\$50,000 to Mr James on the termination of his employment on the grounds of redundancy as a pro rata payment of Mr James' potential bonus under Mutiny's Short Term Incentive Plan, having regard to Mr James' performance against agreed key performance indicators during the relevant employment year.

11.5 Issued Capital of Mutiny

As at 14 November 2014, being the last practicable date prior to the lodgement of this Target's Statement, the issued capital of Mutiny consists of:

- 678,227,617 Mutiny Shares;
- 84,618,116 Mutiny Listed Options, with an exercise price of A\$0.05 and expiring 15 August 2015; and
- 14,850,000 Mutiny Unlisted Options, with the terms set out in the table below.

Mutiny Unlisted Options	Expiry Date	Exercise Price (A\$)
10,000,000	3 April 2016	0.03375
764,000	31 December 2017	0.15
910,000	31 December 2017	0.20
1,060,000	31 December 2017	0.25
1,060,000	31 December 2017	0.30
1,056,000	31 December 2017	0.35

11.6 Mutiny Performance Rights

Mutiny proposes to grant the Mutiny Performance Rights to Mr Anthony James and Mr Rowan Johnston under the Mutiny Gold Employee and Contractor Trust Plan. For further information relating to the Mutiny Gold Employee and Contractor Trust Plan see section 11.9(a).

The Mutiny Performance Rights proposed to be granted, and their terms, are set out in the table below.

Holder	Number of Mutiny Performance Rights	Vesting Criteria
Mr Anthony James	20,000,000	The vesting period for each Performance Right is from the grant date until 5.00pm (Perth time) on 31 October 2017.
Mr Rowan Johnston	5,000,000	<p>On the vesting of each Performance Right Mutiny will issue one ordinary Mutiny Share to the holder of the Performance Right for no consideration.</p> <p>Vesting is conditional on the following conditions being satisfied in whole or in part, at the discretion of the Mutiny Board.</p> <p>(a) one-third of the Mutiny Performance Rights will vest on Mutiny entering into definitive project financing agreements in respect of the development of Mutiny's Deflector Project;</p> <p>(b) one-third of the Mutiny Performance Rights will vest on the completion of construction of Mutiny's proposed processing facilities relating to Mutiny's Deflector Project; and</p> <p>(c) one-third of the Mutiny Performance Rights will vest on Mutiny profitably producing gold from Mutiny's Deflector Project at a steady state,</p> <p>or, as an alternative to the above conditions in (a) to (c),</p> <p>(d) Mutiny entering into and completing an alternative transaction which materially advances the prospects of the development of Mutiny's Deflector Project. In this case, the Mutiny Board will exercise its discretion to determine what number of Mutiny Performance Rights will vest, taking into account the specifics of the relevant transaction.</p>

The grant of the above Mutiny Performance Rights is subject to Mutiny Shareholders approving that grant at Mutiny's Annual General Meeting to be held on 28 November 2014.

The terms of the Mutiny Gold Employee and Contractor Trust Plan provide that Mutiny has the discretion to immediately vest Mutiny Performance Rights (having regard to the relevant performance conditions) if a takeover offer is made, it is recommended by Mutiny, and the takeover offer becomes unconditional.

As announced to the ASX on 28 October 2014, if Mutiny Shareholders approve the grant of the above Mutiny Performance Rights, the Mutiny Board will exercise its discretion under the terms and conditions of the Mutiny Performance Rights and the Mutiny Gold Employee and Contractor Trust Plan to vest:

- 48% of the Mutiny Performance Rights to be granted to Mr Anthony James (being, 9,650,000 Mutiny Performance Rights); and

- 40% of the Mutiny Performance Rights to be granted to Mr Rowan Johnston (being 2,000,000 Mutiny Performance Rights),

as a result of a third party (including Doray) acquiring control of Mutiny.

As Doray has agreed with Mutiny under the Bid Implementation Agreement that the Offers will only become unconditional if Doray acquires a Relevant Interest in at least 50.1% of Mutiny Shares, the above Mutiny Performance Rights proposed to be issued will only vest if the Share Offer receives overwhelming acceptances.

Accordingly, if Doray acquires control of Mutiny as a result of acceptances of the Offers, 9,650,000 Mutiny Shares will be issued to Mr James and 2,000,000 Mutiny Shares will be issued to Mr Johnston as a result of the vesting of the above Mutiny Performance Rights proposed to be granted.

Mr James and Mr Johnston intend to accept the Share Offer in respect of any Mutiny Shares issued to them as a result of the vesting of the above Mutiny Performance Rights, in the absence of a Superior Proposal.

11.7 Recent trading in Mutiny shares

Mutiny Shares are quoted on the ASX. Set out below is a table showing relevant trading prices of Mutiny Shares on ASX.

Comparative trading period price of Mutiny Shares	Price of Mutiny Shares (A\$)
Highest trading price in the 4 months prior to the date this Target's Statement was lodged with ASIC	0.051
Lowest trading price in the 4 months prior to the date this Target's Statement was lodged with ASIC	0.028
Closing trading price on the last trading day in which both Mutiny and Doray Shares traded for the full trading day prior to Mutiny requesting a trading halt in Mutiny Shares on ASX, being 20 October 2014	0.039
Last available closing price of Mutiny Shares traded on ASX prior to the date this Target's Statement was lodged with ASIC, being 14 November 2014	0.031

11.8 Mutiny's dividend history

No dividends were declared or paid during the financial year ending 30 June 2014.

11.9 Mutiny incentive plans

(a) Mutiny Gold Employee and Contractor Trust Plan

At Mutiny's Annual General Meeting held 28 November 2012, Mutiny Shareholders approved the Mutiny Gold Employee and Contractor Trust Plan. This plan provides a framework for the Mutiny Board to incentivise Mutiny's employees and contractors through the grant of shares, options or performance rights subject to conditions determined by the Mutiny Board at the time of grant.

The main objective of Mutiny Gold Employee and Contractor Trust Plan is to ensure that all executive remuneration is directly and transparently linked with Mutiny's strategy and performance, by aligning both short term and long term incentives with achievement of Mutiny's

short term and long term strategic objectives, as well as longer term return to Mutiny Shareholders.

See further section 11.6 in respect to the Mutiny Performance Rights proposed to be issued under the Mutiny Gold Employee and Contractor Trust Plan.

(b) Short term incentive plan

The executive services agreements for Mr Anthony James and Mr Rowan Johnston provide that they are each eligible to receive an annual short term incentive bonus of up to 50% of their base salary, if, as applicable, the KPIs for the relevant executive for the relevant employment year have been achieved.

The Mutiny Board will determine the KPIs and other guidelines for the calculation of any short term incentive on an annual basis. The Mutiny Board will determine, in its sole discretion, whether any short term incentive bonus should be paid and the quantum of any such payment.

The Mutiny Board has resolved to grant a short term incentive bonus of A\$50,000 to Mr Anthony James. See section 11.4(f) for further details.

11.10 Substantial holders

As at 14 November 2014, being the last practicable date prior to the lodgement of this Target's Statement, the following persons held an interest in Mutiny Shares of more than 5% as disclosed in substantial holding notices provided to ASX:

Name	Number of Mutiny Shares	Percentage of Mutiny Shares
Doray Minerals Limited	126,700,082	18.68%
Ausdrill International Pty Ltd	61,111,112	9.0%
Drake Private Investments LLC	38,550,000	5.7%

Doray's Relevant Interest in 18.86% of Mutiny Shares arises as a result of Doray entering into pre-bid acceptance agreements with each of Ausdrill International Pty Ltd, Drake Private Investments LLC and Sandstorm Gold Ltd. Further details relating to these pre-bid acceptance agreements are set out in section 9.4 of the Bidder's Statement.

11.11 Consent to the inclusion of statements in this Target's Statement

The information in section 6 has been prepared by Doray. Doray has consented and has not as at the date of this Target's Statement withdrawn its consent to the inclusion of the information in section 6 in this Target's Statement in the form and context in which it appears and to all references in this Target's Statement to that information in the form and context in which they appear.

Doray:

- has not authorised or caused the issue of this Target's Statement;
- except as described above, does not make, or purport to make, any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement, other than the information described above.

11.12 Consents to be named

Argonaut Capital Limited has consented to being named in this Target's Statement as the financial adviser to Mutiny in the form and context in which it is named and has not withdrawn that consent at the date of this Target's Statement.

Minter Ellison has consented to being named in this Target's Statement as the legal adviser to Mutiny in the form and context in which it is named and has not withdrawn that consent at the date of this Target's Statement.

Security Transfer Registrars Pty Limited has consented to being named in this Target's Statement as Mutiny's share registry in the form and context in which it is named and has not withdrawn that consent at the date of this Target's Statement.

Each person named above:

- has not authorised or caused the issue of this Target's Statement;
- does not make, or purport to make, any statement in this Target's Statement or any statement on which a statement in this Target's Statement is based; and
- to the maximum extent permitted by law, expressly disclaims and takes no responsibility for any part of this Target's Statement, other than a reference to its name.

11.13 Reliance of ASIC Class Orders

As permitted by ASIC Class Order 13/521, this Target's Statement contains statements which are made, or based on statements made, in documents lodged with ASIC or given to the ASX, or announced on the market announcements platform of the ASX. Pursuant to that class order, the consent of the entity making those statements is not required for the inclusion of such statements in this Target's Statement. Any Mutiny Securityholder who would like to receive a copy of any of those documents may obtain a copy (free of charge) during the Offer Period by contacting Mutiny's Company Secretary on +61 8 9368 2722.

As permitted by ASIC Class Order 07/429, this Target's Statement contains security price trading data sourced from IRESS without its consent. This Target's Statement also contains, as permitted by Class Order 07/429, publicly available historical geological data.

In addition, as permitted by ASIC Class Order 03/635, this Target's Statement may include or be accompanied by certain statements fairly representing a statement by an official person, or from a public official document or published book, journal or comparable publication.

11.14 Continuous Disclosure

Mutiny is a disclosing entity under the Corporations Act and therefore has continuous disclosure obligations under that legislation and also under the ASX Listing Rules. Mutiny is required to immediately disclose to the market through ASX any information concerning it that a reasonable person would expect to have a material effect on the price or value of Mutiny Shares.

Mutiny is in compliance with its continuous disclosure obligations under the Corporations Act and the ASX Listing Rules. Mutiny's announcements are available free of charge from the ASX website at www.asx.com.au (ASX code: MYG).

The most recent financial information regarding Mutiny is Mutiny's Annual Report for the year ended 30 June 2014 announced on ASX 30 September 2014. A copy of this document is also available free of charge from Mutiny on request and is also available on Mutiny's website at www.mutinygold.com.au.

11.15 Material litigation

Mutiny does not believe that it is involved in any litigation or dispute which is material in the context of Mutiny.

11.16 Dispatch of takeover documents

Mutiny has agreed in the Bid Implementation Agreement that Doray could send the Bidder's Statement to Mutiny Shareholders earlier than would otherwise be permitted under item 6 of section 633(1) of the Corporations Act.

11.17 No other material information

This Target's Statement is required to include all the information that Mutiny Securityholders and their professional advisers would reasonably require to make an informed assessment whether or not to accept the Offers but:

- only to the extent to which it is reasonable for investors and their professional advisers to expect to find this information in the Target's Statement; and
- only if the information is known to any Director.

The Directors are of the opinion that the only information that Mutiny Securityholders and their professional advisers would reasonably require to make an informed assessment whether to accept the Offers are:

- the information contained in the Bidder's Statement (to the extent that the information is not inconsistent or superseded by information in this Target's Statement);
- the information contained in releases by Mutiny and Doray to ASX before the date of this Target's Statement; and
- the information contained in this Target's Statement.

The Directors have assumed, for the purposes of preparing this Target's Statement, that the information in the Bidder's Statement is accurate, unless expressly indicated otherwise in this Target's Statement and subject to the following qualification. Section 3 and section 4.1 to 4.6 of the Bidder's Statement have been prepared by Mutiny. Other than in respect of those sections, the Directors do not take any responsibility for the contents of the Bidder's Statement and are not to be taken as endorsing, in any way, any or all statements contained in it.

In deciding what information should be included in this Target's Statement, the Directors have had regard to:

- the nature of the Mutiny Securities;
- the matters Mutiny Securityholders may reasonably be expected to know;
- the fact that certain matters may reasonably be expected to be known to the professional advisers to Mutiny Securityholders;
- the nature of the Offers; and
- the time available to Mutiny to prepare this Target's Statement.

11.18 Approval of Target's Statement

This Target's Statement has been approved by a resolution passed by the Directors. All Directors voted in favour of that resolution.

Signed for and on behalf of Mutiny by:



Mr Allan Brown

Non-Executive Chairman

Date: 17 November 2014

12. Glossary and interpretation

12.1 Glossary

\$, \$A or AUD	Australian dollar
Acceptance Form	The form of acceptance form for the Offers enclosed with the Bidder's Statement or alternatively an acceptance form sent to a Mutiny Securityholder by Doray's share registry in relation to the Offers.
Ag	Silver.
Agreed Budget	Mutiny's budget for the period ending 6 months after the date of Bid Implementation Agreement as agreed between Doray and Mutiny, as may be amended as agreed by Doray and Mutiny from time to time.
Announcement Date	The date the Takeover Bid was announced, being 28 October 2014.
ASIC	The Australian Securities and Investments Commission.
Associate	Has the same meaning as given to that term for the purposes of Chapter 6 of the Corporations Act (as modified by ASIC from time to time).
ASX	ASX Limited ABN 98 008 624 691or , where the context requires, a financial market operated by it.
ASX Listing Rules	The listing rules of ASX, as amended or replaced.
ASX Settlement	ASX Settlement Pty Limited ACN 008 504 532.
ASX Settlement Operating Rules	The operating rules of the settlement facility provided by ASX Settlement.
Au	Gold.
AuEq	Gold equivalent.
Bid Implementation Agreement	The bid implementation agreement entered into by Doray and Mutiny on 28 October 2014, which provides the manner in which the parties have agreed the Offers will be implemented.
Bidder's Statement	The bidder's statement by Doray dated 17 November 2014 setting out the terms, Conditions and other information in relation to the Offers.
Business Day	A day on which trading takes place on the stock market of ASX
CGT	Capital gains tax.
Conditions	The conditions of the Offers set out in sections 10.11 and 11.11 of the Bidder's Statement.
CHESS Holding	A number of Mutiny Securities which are registered on Mutiny's share register being a register administered by ASX Settlement and which records uncertificated holdings of Mutiny securities.
Combined Group	Doray and its Subsidiaries following Doray acquiring control of Mutiny.
Control	The meaning given to that term in the Corporations Act.
Controlling Participant	In relation to your Mutiny Shares and Mutiny Listed Options, has the same meaning as in the ASX Settlement Operating Rules.

Corporations Act	the <i>Corporations Act 2001</i> (Cth)
Cu	Copper.
Deflector Project	Mutiny's Deflector gold/copper project located within the South Murchison region of Western Australia.
Director	A director of Mutiny.
Doray	Doray Mineral Limited ACN 138 978 631.
Doray Information	Has the meaning given under the heading "Responsibility for information in this Target's Statement" in the Important Notices section of this Target's Statement.
Doray Listed Option	A listed option to subscribe for a Doray Share with an exercise price of A\$0.475 and an expiry date of 15 August 2015 and otherwise on materially the same terms as a Mutiny Listed Option.
Doray Loan Facility	Has the meaning given in section 11.1(b).
Doray Securities	Doray Shares and/or Doray Listed Options (as the context requires).
Doray Shares	Fully paid ordinary shares in the capital of Doray.
Doray Unlisted Options	An unlisted option to subscribe for a Doray Share, materially on the same terms of the relevant Mutiny Unlisted Options.
Fairly Disclosed	Sufficient information has been disclosed so as to enable a sophisticated investor with experience in transactions of the nature of the Takeover Bid and familiar with the business of gold exploration, development and production, would be aware of the substance and significance of the relevant information.
GST	Goods and services tax.
Higher Offer	<p>(a) An announcement by a third party that it intends to make an offer to acquire all of the Mutiny Shares which the third party is required to proceed with; or</p> <p>(b) an announcement by a third party that it intends to acquire all the Mutiny Shares by way of a scheme of arrangement,</p> <p>in each case for consideration which is:</p> <p>(c) either cash, securities quoted on a public stock exchange or a combination of both;</p> <p>(d) of an equivalent value which is greater per Mutiny Share than the Share Offer consideration or the consideration under an existing revised offer,</p> <p>and on other conditions no less favourable to Mutiny Shareholders than the conditions in the Bid Implementation Agreement.</p>
Ineligible Foreign Securityholder	A Mutiny Securityholder whose address as shown in the register of members (in the case of a Mutiny Shareholder) or register of option holders (in the case of a Mutiny Listed Optionholder) of Mutiny is in a jurisdiction other than Australia, its external territories or New Zealand, Singapore or the United Kingdom, unless Doray is satisfied that it is not precluded from lawfully issuing Doray Shares and Doray Listed Options to

that Mutiny Securityholder either unconditionally or after compliance with conditions that Doray regards as acceptable and not unduly onerous.

IRESS	IRESS Limited ACN 060 313 359
Issued Sponsored Holdings	A holding of Mutiny Shares or Mutiny Listed Options or Mutiny issuer sponsored subregister.
KPI	Key performance indicators.
Material Contract	<p>Any agreement, contract, deed or other arrangement or instrument which:</p> <p>(a) involves the provision of financial accommodation to Mutiny or any member of the Mutiny Group of a value greater than A\$500,000;</p> <p>(b) imposes obligations or liabilities on any party of at least A\$500,000 over the life of the agreement, contract, deed or other arrangement or instrument,</p> <p>and includes any agreement, contract, deed or other arrangement or instrument which primarily relates to the engineering, procurement, construction and/or financing of the Deflector Project and gives rise to obligations or liabilities on any party of at least A\$500,000 over the life of the agreement, contract, deed or other arrangement or instrument.</p>
Mutiny	Mutiny Gold Limited ACN 101 224 999.
Mutiny Board	The board of directors of Mutiny.
Mutiny Gold Employee and Contractor Trust Plan	The incentive plan of that name described in section 11.9(a) of this Target's Statement.
Mutiny Group	Mutiny and each of its Related Entities.
Mutiny Listed Option	A listed option, issued by Mutiny, to acquire by way of issue, one Mutiny Share for an exercise price of A\$0.05, expiring 15 August 2015
Mutiny Listed Optionholder	The registered holder of Mutiny Listed Options.
Mutiny Options	Mutiny Listed Options and Mutiny Unlisted Options.
Mutiny Performance Rights	Any entitlement to a Mutiny Share issued as a "performance right" under the rules of the Mutiny Employee and Contractor Employee Share Trust.
Mutiny Securities	Mutiny Shares and/or Mutiny Listed Options (as the context requires).
Mutiny Securityholder	A registered holder of Mutiny Shares or Mutiny Listed Options.
Mutiny Share	A fully paid ordinary share in the capital of Mutiny.
Mutiny Shareholder	A holder of Mutiny Shares.
Mutiny Unlisted Options	An unlisted option, issued by Mutiny, to acquire by way of issue, a Mutiny Share.
Mutiny Unlisted Options Offers	Private offers to the holders of Mutiny Unlisted Options to acquire their Mutiny Unlisted Options.
Notice of Status of	A notice required to be given under section 630(3) of the Corporations

Conditions	Act.
Offer Period	The period during which the Offers will remain open for acceptance in accordance with sections 10.3 and 11.3 of the Bidder's Statement
Offers	The Share Offer and the Option Offer, and the Offer means any one of them (as applicable).
Option Offer	The offer for Mutiny Listed Options on the terms and conditions contained in section 11 of the Bidder's Statement.
Oz	Ounces.
Public Authority	Any government or any governmental, semi-governmental, administrative, statutory or judicial entity (including a court), commission, tribunal, agency or authority, or any minister, department, office or delegate of any government, whether in Australia or elsewhere, including any self-regulating organisation established under statute or otherwise discharging substantially public or regulatory functions, and ASX or any other stock exchange and the Takeovers Panel, the Foreign Investment Review Board, ASIC and any other securities regulator.
Record Date	The date set by Doray under section 633(2) of the Corporations Act, being 7.00pm (Sydney time) on 14 November 2014.
Related Body Corporate	Has the meaning given to that term in the Corporations Act.
Related Entity	Of a party means another entity which: <ul style="list-style-type: none"> (a) is a Related Body Corporate of the first party; (b) is in any consolidated entity (as defined in section 9 of the Corporations Act) which contains the party; or (c) the party Controls.
Relevant Interest	Has the meaning given in sections 608 and 609 of the Corporations Act.
Sandstorm Agreement	The agreement between Mutiny, Deflector Gold Pty Ltd, Gullewa Gold Project Pty Ltd, Central Infrastructure Pty Ltd and Sandstorm Gold Ltd (amongst others) dated 5 December 2012, as amended by a letter agreement between those parties dated 19 August 2013.
Share Offer	The offer for Mutiny Shares on the terms and conditions contained in section 10 of the Bidder's Statement/
Short Term Incentive Plan	Mutiny's short term incentive plan adopted by the Mutiny Board.
Sirona Capital	Sirona Capital Pty Ltd.
Sirona Capital Mandate	Has the meaning given in section 11.4(e)(iii).
Superior Proposal	A bona fide Third Party Proposal received after the date of this document which the Mutiny Board: <ul style="list-style-type: none"> (a) acting in good faith and reasonably; and (b) in order to satisfy what the Mutiny Board reasonably considers to be its fiduciary or statutory duties after consultation with and receipt of written advice from its external legal and financial advisers who have relevant expertise to provide advice in this

area,

determines is more favourable to Mutiny Shareholders (as a whole) than the Offers (taking into account, among other things, all legal, financial, regulatory, conditionality, certainty, timing and other aspects of the Third Party Proposal and the identity of the offeror).

Takeover Bid	The off-market takeover bid constituted by the dispatch of the Offers.
Target's Statement	This document.
Tax Law	The <i>Income Tax Assessment Act 1936</i> (Cth), the <i>Income Tax Assessment Act 1997</i> (Cth) and the <i>Taxation Administration Act 1953</i> (Cth), whether individually or collectively.
Third Party Proposal	<p>(a) A transaction which, if completed, would mean a person (other than Doray or Doray's nominee) would, directly or indirectly:</p> <ul style="list-style-type: none"> (i) acquire all or a substantial part of the assets or business of the Mutiny Group; (ii) acquire a Relevant Interest (or a right to acquire a Relevant Interest) in 10% or more of Mutiny's voting shares or of the share capital of any of its Related Bodies Corporate or enter into or acquire any option, cash settled equity swap or other derivative contract arrangement in respect of (when aggregated with any shareholding) 10% or more of the relevant company's share capital; or (iii) acquire Control of Mutiny; <p>(b) a takeover bid, scheme of arrangement, amalgamation, merger, capital reconstruction, consolidation, purchase of main undertaking or other business combination involving Mutiny and/or its Related Bodies Corporate;</p> <p>(c) a transaction involving the formation of a dual listed company structure, stapled security structure or other form of synthetic merger having the same or substantially the same effect as a takeover bid for, or scheme of arrangement in respect of, Mutiny and/or its Related Bodies Corporate; or</p> <p>(d) any agreement, arrangement or understanding requiring Mutiny to abandon, or otherwise fail to proceed with, the Offers or which is otherwise materially prejudicial to the Offers.</p> <p>For the purposes of section 9.1(b)(ii)(1) of the Bidder's Statement only, references in paragraph (a)(ii) to 10% are taken to read 20%.</p>
US\$ or USD	United States dollars.
VWAP	The daily volume weighted average price of all shares sold on ASX's trading platform.

12.2 Interpretation

In this Target's Statement, unless the context otherwise requires:

- the singular includes the plural and vice versa and words importing one gender include other genders;
- terms defined in the Corporations Act as at the date of this Target's Statement have the meanings given to them in the *Corporations Act 2001* (Cth) at that date;
- a reference to dollars, A\$, AUD, \$ and cents is a reference to Australian currency;
- a reference to a statute of any parliament or any section, provision or schedule of a statute of any parliament includes a reference to any statutory amendment, variation or consolidation of the statute, section, provision or schedule and includes all statutory instruments issued under the statute, section, provision or schedule;
- a reference to a person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- a reference to a section is a reference to a section of this Target's Statement and a reference to this Target's Statement includes any annexure or schedule to this Target's Statement;
- a reference to time is a reference to Perth time; and
- headings and bold type are used for reference only.

Corporate Directory

Directors

Allan Brown (Non-Executive Chairman)
 Tony James (Managing Director)
 Rowan Johnston (Executive Director)
 Kelvin Flynn (Non-Executive Director)

Legal Adviser

Minter Ellison Lawyers
 Allendale Square
 Level 4
 77 St George's Terrace
 Perth WA 6000

Company Secretary

Cecilia Tyndall

Registered Office

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Phone: +61 8 9368 2722

Website: www.mutinygold.com.au

Financial Adviser

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Share Registry

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 770 Canning Highway
 Applecross WA 6153