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By Email: jessica.coupe@asx.com.au

20 September 2018

ASX Limited
Level 40, Central Park
152-158 St George's Terrace
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Attention: Jessica Coupe

FOR IMMEDIATE RELEASE

TAKEOVER BID BY RAMELIUS RESOURCES LIMITED (ASX: RMS) FOR EXPLAURUM LIMITED (ASX: EXU)

We act for Ramelius Resources Limited (ABN 51 001 717 540) (**Ramelius**) in relation to the off-market takeover bid under Chapter 6 of the *Corporations Act 2001 (Cth)* (**Corporations Act**) by Ramelius, for all of the fully paid ordinary shares in Explaurum Limited (ABN 50 114 175 138) (**Explaurum**), which was announced on 10 September 2018.

In accordance with section 647(3)(b) of the Corporations Act, we **attach** a copy of the supplementary bidder's statement dated 20 September 2018 (**Supplementary Bidder's Statement**).

A copy of the Supplementary Bidder's Statement has been lodged with the Australian Securities & Investments Commission and served on Explaurum earlier today.

Yours faithfully



Philip Lucas
Partner
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Ramelius Resources Limited
ABN 51 001 717 540

This is a supplementary bidder's statement (**Supplementary Bidder's Statement**) under section 643 of the *Corporations Act 2001* (Cth) issued by Ramelius Resources Limited ACN 001 717 540 (**Ramelius**) in connection with Ramelius' off-market takeover bid for all the ordinary shares in Explaurum Limited ACN 114 175 138 (**Explaurum**) contained in Ramelius' bidder's statement dated 10 September 2018 (**Bidder's Statement**).

This Supplementary Bidder's Statement supplements, and should be read together with the Bidder's Statement.

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

A copy of this Supplementary Bidder's Statement was lodged with ASIC on 20 September 2018. This document will prevail to the extent of any inconsistency with the Bidder's Statement. Neither ASIC nor any of its officers take any responsibility for the content of this Supplementary Bidder's Statement.

Supplementary Bidder's Statement

1. EDNA MAY UNDERGROUND

As noted in the Bidder's Statement, the Company was recently conducting development studies with regards to Stage 3 of the Edna May mine.

As announced to ASX on 18 September 2018, the Company has reached a development decision with respect to Stage 3 at Edna May. Starting early-2019, Ramelius will commence underground mining operations at Edna May as part of its wider regional development strategy for the area. Ore production is expected from the start of the 2020 Financial Year as a result, with an initial life of two and a half years.

In addition to the commencement of underground mining, Ramelius also intends to conduct further diamond drilling during the 2020 Financial Year below the current reserve envelope to target further extensions to a depth of 600-700 metres below surface.

Please see the ASX announcement dated 18 September 2018 for further information in this regard.

2. MINERAL RESOURCES AND ORE RESERVES 2018

As announced to ASX on 18 September 2018, the Company has released its new estimates of Mineral Resources and Ore Reserves as at 30 June 2018 being a total Mineral Resource of 70.5 Mt at 1.5g/t Au for 3,476,000 ounces of gold and a total Ore Reserve of 13.3Mt at 1.6g/t Au for 698,000 ounces of gold.

At the date of the Bidder's Statement, these estimates had not been finalised.

The Mineral Resources and Ore Reserves Statement contained in section 4.4 of the Bidder's Statement is replaced with the Mineral Resource Statement and Ore Reserve Statement as attached to this Supplementary Bidder's Statement.

As a consequence of the updated Mineral Resources and Ore Reserve estimates, the Company also wishes to update the Merged Group's Mineral Resources and Ore Reserves information in section 9.4 of the Bidder's Statement to a combined Mineral Resource of 4,151,000 ounces of gold (previously 4,400,000 ounces) and a combined Ore Reserve of 1,183,000 ounces of gold (previously 1,077,000 ounces).

Please see the ASX announcement dated 18 September 2018 for further information in this regard.

3. MARDA GOLD PROJECT ACQUISITION

3.1 Background

As announced to ASX on 13 September 2018, Ramelius has signed an agreement (**Purchase Agreement**) for the purchase of the Marda gold project near Southern Cross, Western Australia (**Marda Gold Project**).

Ramelius will acquire the Marda Gold Project for \$12.5 million through an acquisition of 100% of issued shares in Black Oak Mineral Limited (in Liquidation) (**Black Oak**) via a deed of company arrangement (**DOCA**) that will be put to the creditors of Black Oak in late October (**Acquisition**). If creditor approval is obtained, the administrators will seek the leave of the court to approve the share transfer contemplated in the DOCA.

A non-refundable deposit of \$0.5 million has also been paid to the liquidators of Black Oak to help fund third party transaction costs and contribute towards the monies in the creditors' trust.

The \$12.5 million consideration payable for the Marda Gold Project plus the \$0.5 million in costs will be funded from the Company's current cash reserves.

3.2 Marda Gold Project

The Marda Gold Project is located 191km north of Ramelius' Edna May operations and is an Archean gold system containing a total Mineral Resources of 333,000 ounces of gold at 1.96g/t Au and an Ore Reserves of 151,000 ounces of gold at 2.3 g/t Au¹.

Previously feasibility studies completed by Black Oak in 2012 and 2013 demonstrated that on a 'stand-alone' milling basis the oxide deposits were forecast to achieve overall metallurgical recovery of 95%. Gravity recovery accounted for approximately 60% of the overall gold recovery in the confirmatory test work.

Ramelius intends to undertake further drilling and geological work to prove up the Mineral Resources and Ore Reserves for the Marda Gold Project.

3.3 Acquisition Process

The Acquisition is in line with Ramelius' strategy of acquiring value accretive projects near existing operating mines, in particular the production centre at Edna May

Ramelius intends to work through the legal processes as quickly as possible in order to facilitate the Marda Gold Project forming part of the Company's Edna May ore strategy in due course. It is expected that the acquisition of the Marda Gold Project will enhance future optionality around Edna May mine planning moving forward.

¹ Extracted from JORC Resources estimates released by Black Oak Minerals Ltd in ASX announcement dated 4th August 2015.

Under the Purchase Agreement, the secured creditor of Black Oak is obliged to vote in favour of the DOCA. Once the DOCA is approved by the creditors the transaction will be lodged with the Courts for approval to transfer the shares in Black Oak to Ramelius. Completion is expected before the end of the 2018 calendar year.

4. UPDATES TO THE BIDDER'S STATEMENT

In addition to the above, the following updates are provided with respect to the Bidder's Statement.

(a) Calculation of Offer Price (sections 1.1 and 1.2)

In sections 1.1 and 1.2 of the Bidder's Statement, the references to the Offer price of \$0.123 per Explaurum Share in the Bidder's Statement, have been calculated based on the 30-day VWAP of Ramelius Shares as at 7 September 2018 of \$0.492 and the Offer Consideration being 1 Ramelius Share for every 4 Explaurum Shares. Please see "Implied Value of the Offer" within the "Important Notices" section for further information in this regard.

With regards to the table on page 4 of the Bidder's Statement, the 39.8% decrease has been calculated with reference to the Offer price of \$0.123 per Explaurum Share returning to \$0.074 per Explaurum Share, being the closing price of Explaurum Shares on 7 September 2018.

(b) Explanation of non-IFRS terminology (section 1.3)

The chart on page 5 of the Bidder's Statement ("Ramelius – 4 Years of Cash Generation") includes financial measures that are not prescribed by the International Financial Reporting Standards (IFRS).

Specifically, Cash & Gold relates to the cash balance plus gold bullion held on that date at the spot rate applicable. Equity Raise cash flows relate to capital raising events but exclude the cash flows from the exercise of options. Asset Purchase relate to project acquisitions and Cash from Operations are all other cash flows.

(c) Significant capital and operation cost savings (section 1.4)

In section 1.4 of the Bidder's Statement, reference is made to the potential to realise significant capital and operation costs.

Such savings will be determined as part of the Strategic Review and will not be capable of quantification until the completion of the Strategic Review. Please see section 8 of the Bidder's Statement for further information with respect to Ramelius' intentions and the Strategic Review.

(d) Ramelius Gold Production table (section 1.6)

The table included on page 8 of the Bidder's Statement (section 1.6) relates to actual and forecast gold production for Ramelius for the years listed and should be entitled "*Ramelius – Gold Production*".

(e) Conditions to the Offer (section 1.7)

The Offer is subject to a number of conditions as summarised in section 1.7. These conditions include:

- (i) Explaurum's assets are maintained in their current form;
- (ii) no 'prescribed occurrences' occurring in relation to Explaurum;

- (iii) no material adverse change occurring;
- (iv) the spot gold price as quoted by Bloomberg does not fall below A\$1350 per ounce at any time during a day for three consecutive days between Announcement Date and the end of the Offer Period (each inclusive); and
- (v) no other party acquiring a Relevant Interest in more than 20% of the Explaurum Shares.

The conditions to the Offer are set out in full in section 12.8 of the Bidder's Statement

(f) Historical Financial Information (section 4.7)

The Company held cash and gold bullion of \$95.5 million as at 30 June 2018.

This is comprised of cash of \$75 million and gold bullion of \$20.5 million.

In section 4.7 of the Bidder's Statement, the gold bullion is recognised in the "Inventories" line of the Company's Statement of Financial Position.

(g) Synergies (section 9.2)

The Company is of the view that its Strategic Review will identify synergies that will result in cost savings for the Merged Group. The quantification of these savings will only be capable of determination upon the completion of the Strategic Review. Please see section 8 of the Bidder's Statement for further information with respect to Ramelius' intentions and the Strategic Review.

(h) Pro forma financial information (section 9.6)

Section 9.6 includes an acquisition note which ascribed a value of \$48.781 million to "Mine Development". This amount has been calculated as the difference between the consideration of \$64.327 million and the net tangible assets of EXU as at 31 December 2017 of \$15.546 million.

In the event that the Offer is successful and Ramelius acquires 100% of Explaurum, this amount will be reviewed and, if appropriate, recalculated at that point in time.

5. CONSENTS

The information in this Supplementary Bidder's Statement that relates to Ramelius' Mineral Resources and Ore Reserves for 2018 is extracted from the report entitled "Resources and Reserves Statement 2018" created on 18 September 2018 and is available to view at www.rameliusresources.com.au Ramelius 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 the relevant market announcement continue to apply and have not materially changed. Ramelius confirms that the form and context in which the Competent Persons' findings are presented have not been materially modified from the original market announcement.

APPROVAL OF FIRST SUPPLEMENTARY BIDDER'S STATEMENT

This First Supplementary Bidder's Statement has been approved by a unanimous resolution of the directors of Ramelius.

Signed for and on behalf of Ramelius Resources Limited by:

A handwritten signature in blue ink, appearing to be 'M. Zepfner', written over a horizontal line.

Mark Zepfner
Managing Director

Updated Mineral Resource Statement and Ore Reserve Statement

MINERAL RESOURCES AS AT 30 JUNE 2018 - INCLUSIVE OF RESERVES													
Project	Deposit	Measured			Indicated			Inferred			Total Resource		
		Tonnes kt	Au g/t	Au oz	Tonnes kt	Au g/t	Au oz	Tonnes kt	Au g/t	Au oz	Tonnes kt	Au g/t	Au oz
Mt Magnet	Galaxy Group	92	1.8	5,000	4,279	1.4	193,000	2,316	1.2	93,000	6,687	1.3	291,000
	Morning Star				4,866	1.9	301,000	4,322	1.5	205,000	9,188	1.7	506,000
	Bartus Group	49	2.2	4,000	115	2.1	8,000	238	1.6	12,000	402	1.8	24,000
	Boomer				1,194	1.8	68,000	786	1.0	26,000	1,980	1.5	94,000
	Britannia Well				179	2.0	12,000				179	2.0	12,000
	Bullocks				202	3.3	21,000	40	2.5	3,000	242	3.2	24,000
	Eastern Jaspilite	146	2.2	10,000	121	2.8	11,000	134	2.5	11,000	401	2.4	32,000
	Eclipse				167	2.2	12,000	41	2.1	3,000	208	2.1	15,000
	Eridanus				2,840	1.3	123,000	690	1.1	23,000	3,530	1.3	146,000
	Golden Stream				154	2.9	14,000	7	1.7	-	160	2.8	14,000
	Lone Pine	199	2.5	16,000	277	1.7	15,000	147	1.7	8,000	623	1.9	39,000
	Milky Way				2,590	1.2	102,000	1,630	1.1	58,000	4,220	1.2	160,000
	O'Meara Group				231	2.5	18,000	151	1.5	7,000	383	2.1	25,000
	Spearmont - Galtee				25	2.9	2,000	207	4.3	28,000	232	4.1	30,000
	Stellar				580	1.5	27,000	150	1.6	8,000	730	1.5	35,000
	Stellar West				290	1.6	14,000	120	1.0	4,000	410	1.4	18,000
	Welcome - Baxter	222	1.6	11,000	276	1.6	15,000	198	1.8	11,000	696	1.7	37,000
	Open Pit deposits	707	2.0	46,000	18,386	1.6	956,000	11,177	1.4	500,000	30,271	1.5	1,502,000
	Hill 50 Deeps	279	5.5	49,000	932	7.0	209,000	396	6.4	81,000	1,607	6.6	339,000
	Hill 60 UG				200	4.4	28,000	160	4.3	22,000	360	4.3	50,000
	Morning Star Deeps				195	4.2	26,000	334	5.0	53,000	528	4.7	79,000
	Saturn UG							1,607	2.5	127,000	1,607	2.5	127,000
	Shannon UG				480	5.0	77,000	288	4.2	39,000	768	4.7	116,000
Water Tank Hill UG				71	6.8	16,000	71	4.4	10,000	142	5.6	26,000	
UG deposits	279	5.5	49,000	1,877	5.9	356,000	2,855	3.6	332,000	5,012	4.6	737,000	
ROM & LG stocks	383	0.9	11,000							383	0.9	11,000	
Total Mt Magnet	1,370	2.4	106,000	20,264	2.0	1,312,000	14,032	1.8	832,000	35,666	2.0	2,250,000	
Vivien	Vivien UG	477	6.4	97,000	80	6.0	16,000	117	3.7	14,000	674	5.9	127,000
Edna May	Edna May				20,900	1.0	657,000	5,100	0.8	136,000	26,100	0.9	794,000
	Greenfinch				2,700	1.1	94,000	1,700	1.1	60,000	4,300	1.1	154,000
	ROM & LG stocks	2,758	0.6	53,000						2,758	0.6	53,000	
Total Edna May	2,758	0.6	53,000	23,600	1.0	751,000	6,800	0.9	196,000	33,158	0.9	1,001,000	
Kathleen Valley	Mossbecker				107	2.6	9,000	122	3.4	13,000	230	3.0	22,000
	Yellow Aster				91	3.8	11,000	300	2.0	19,000	391	2.4	30,000
	Nil Desperandum				23	5.8	4,000	101	2.9	10,000	125	3.5	14,000
Total KV				222	3.4	24,000	523	2.5	42,000	745	2.8	66,000	
Coogee	Coogee				31	3.6	4,000	65	3.3	7,000	96	3.4	11,000
Western Queen	WQ South				104	3.6	12,000	81	3.4	9,000	185	3.5	21,000
TOTAL RESOURCES		Mt	g/t	koz	Mt	g/t	koz	Mt	g/t	koz	Mt	g/t	koz
		4.6	1.7	256	44.3	1.5	2,119	21.6	1.6	1,100	70.5	1.5	3,476

Note: Figures rounded to kt, 0.1 g/t and 1,000 oz. Total rounded to Mt and koz. Rounding errors may occur.

ORE RESERVE STATEMENT AS AT 30 JUNE 2018										
Project	Mine	Proven			Probable			Total Reserve		
		Tonnes kt	Au g/t	Au oz	Tonnes kt	Au g/t	Au oz	Tonnes kt	Au g/t	Au oz
Mt Magnet	Boomer				132	2.9	12,000	132	2.9	12,000
	Brown Hill				623	1.6	31,000	623	1.6	31,000
	Eridanus				2,148	1.2	85,000	2,148	1.2	85,000
	Golden Stream				95	3.0	9,000	95	3.0	9,000
	Lone Pine				246	1.8	14,000	246	1.8	14,000
	Milky Way				1,320	1.3	56,000	1,320	1.3	56,000
	Morning Star				1,099	1.9	68,000	1,099	1.9	68,000
	O'Meara				50	3.3	5,000	50	3.3	5,000
	Shannon				143	2.7	12,000	143	2.7	12,000
	Stellar				330	1.5	16,000	330	1.5	16,000
	Stellar West				90	2.4	7,000	90	2.4	7,000
	Vegas				192	1.4	8,000	192	1.4	8,000
	<i>Total Open Pit</i>				6,469	1.6	323,000	6,469	1.6	323,000
	Mt Magnet	Hill 60				209	3.5	24,000	209	3.5
Shannon					324	5.2	54,000	324	5.2	54,000
Water Tank Hill					85	3.4	9,000	85	3.4	9,000
<i>Total Underground</i>					618	4.4	87,000	618	4.4	87,000
ROM & LG stocks		383	0.9	11,000				383	0.9	11,000
Mt Magnet Total	383	0.9	11,000	7,086	1.8	410,000	7,470	1.8	421,000	
Vivien	Vivien UG	331	6.7	71,000	38	4.8	6,000	370	6.5	77,000
Edna May	Edna May Stage 2	640	1.1	22,000	60	1.1	2,000	700	1.1	24,000
	Edna May UG				398	4.8	61,000	398	4.8	61,000
	Greenfinch				1,652	1.2	62,000	1,652	1.2	62,000
	ROM & LG stocks	2,758	0.6	53,000				2,758	0.6	53,000
Edna May Total	3,398	0.7	75,000	2,111	1.8	125,000	5,509	1.1	200,000	
TOTAL RESERVES		Mt	g/t	koz	Mt	g/t	koz	Mt	g/t	koz
		4.1	1.2	157	9.2	1.8	541	13.3	1.6	698

Note: Figures rounded to kt, 0.1 g/t and 1,000 oz. Total rounded to Mt and koz. Rounding errors may occur.