

23 December 2009

RIALTO TOWERS 525 COLLINS STREET MELBOURNE  
GPO BOX 769G MELBOURNE VIC 3001 AUSTRALIA  
DX 204 MELBOURNE [www.minterellison.com](http://www.minterellison.com)  
TELEPHONE +61 3 8608 2000 FACSIMILE +61 3 8608 1000

The Manager  
Company Announcements Office  
ASX Limited  
Level 45  
South Tower, Rialto  
525 Collins Street  
MELBOURNE VIC 3000

Dear Sir/Madam

**Takeover bid by Golden Resource Mining (BVI) Limited ARBN 141 177 737 (Golden Resource Mining) for Indophil Resources NL  
Bidder's Statement**

We act for Golden Resource Mining, a wholly owned subsidiary of Zijin Mining Co., Ltd (**Zijin Mining**).

We enclose, by way of service under section 633(1) Item 5 of the *Corporations Act 2001* (Cth), a copy of Golden Resource Mining's bidder's statement in relation to its off-market bid for all the ordinary shares in Indophil Resources NL. We also enclose an announcement from Zijin Mining to ASX.

The bidder's statement was served earlier today on ASIC and on Indophil, in accordance with section 633(1) Items 2 and 3 of the *Corporations Act 2001* (Cth).

Yours faithfully  
**MINTER ELLISON**



**Alberto Colla**  
Partner

Contact: Alberto Colla Direct phone: +61 3 8608 2754 Direct fax: +61 3 8608 1103  
Email: [alberto.colla@minterellison.com](mailto:alberto.colla@minterellison.com)  
Our reference: AXC MJB 30-6289859

enclosure



Zijin Mining Group Co., Ltd.\*

紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

## MARKET ANNOUNCEMENT

<b>Date:</b>	23 December 2009
<b>To:</b>	Australian Securities Exchange
<b>Subject:</b>	Zijin Mining lodges Bidder's Statement for its recommended \$1.28 cash offer for Indophil Resources NL

Golden Resource Mining (BVI) Limited, (a wholly owned subsidiary of Zijin Mining Group Co., Ltd.) (**Bidder**), has today lodged its Bidder's Statement in respect of its \$1.28 cash offer for all of the fully paid ordinary shares in Indophil Resources NL (**Indophil**) (**Offer**) with the Australian Securities and Investments Commission. The Bidder's Statement was also served on Indophil today.

In accordance with section 633(1) item 5 of the *Corporations Act 2001* (Cth), the Bidder attaches a copy of its Bidder's Statement (including offer document) dated 23 December 2009 in relation to the Offer.

The Offer is unanimously recommended by the Indophil Directors, in the absence of a superior proposal.

The Indophil Directors have stated that they will accept the Offer for their own holdings of Indophil shares (including any shares issued on the exercise or conversion of options or performance rights), within 14 days from the commencement of the Offer, in the absence of a superior proposal.

Indophil shareholders will receive the Bidder's Statement shortly and should accept the Offer as soon as it opens.

### For further information contact:

Ken Drake  
Managing Director, Head of Asia Pacific  
BMO Capital Markets  
+61 3 9094 3900

### About Zijin Mining Group Co., Ltd.

Zijin Mining Group Co., Ltd. (**Zijin Mining**) is a Chinese-based, international mining conglomerate focused on the exploration, mining and sale of gold and base metals.

Zijin Mining is the largest owner of metal mineral resources, the largest gold producer and third largest copper producer in the People's Republic of China. Zijin is listed on the Hong Kong Stock Exchange (stock name: Zijin Mining, stock code: 2899) and the Shanghai Stock Exchange (stock name: Zijin Mining, stock code: 601899). In 2009, Zijin Mining was ranked in the Global Top 500 Companies released by the Financial Times (UK).

Zijin Mining has operations in more than 20 provinces in China and seven other countries. The company's flagship asset is the Zijinshan Gold-Copper Mine, which is China's largest gold mine.

MARKET ANNOUNCEMENT

Central to Zijin Mining's values is its focus on responsible mining and modern mining practices, its adherence to the highest standards of environmental management and protection, underpinned by adherence to a safe working environment and its regard for the societies in which the company operates.

In October 2009, Zijin Mining was recognised by the China Association for Quality with the National Advanced Enterprise of Excellent Performance Model Award.

Further information about Zijin Mining can be found at [www.zjky.cn/english](http://www.zjky.cn/english).

MARKET ANNOUNCEMENT



Zijin Mining Group Co., Ltd.\*

紫金礦業集團股份有限公司

(a joint stock limited company incorporated in the People's Republic of China with limited liability)

**THIS IS AN IMPORTANT DOCUMENT  
AND REQUIRES YOUR IMMEDIATE ATTENTION.**

**IF YOU ARE IN ANY DOUBT ABOUT HOW TO DEAL WITH THIS DOCUMENT, YOU SHOULD  
CONSULT YOUR LEGAL, FINANCIAL OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

## **Bidder's Statement**

# **OFFER**

by

**Golden Resource Mining (BVI) Limited**

a wholly owned subsidiary of

**Zijin Mining Group Co., Ltd**

to acquire all of your shares in

**Indophil Resources NL**

for

**A\$1.28 cash per Share**

**The Zijin Offer is UNANIMOUSLY RECOMMENDED by the Directors of Indophil Resources NL, in the absence of a superior proposal**

**If you have any queries in relation to the Zijin Offer, please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia).**

Hong Kong Legal Adviser

**CHARLTONS**  
**易周律師行**  
Solicitors

Australian Legal Adviser

**MinterEllison**  
LAWYERS

Financial Adviser

**BMO**  **Capital Markets**

## Key Dates

<b>Date Offer announced</b>	1 December 2009
<b>Bidder's Statement lodged with ASIC</b>	23 December 2009
<b>Offer opens</b>	[*] 2010*
<b>Offer closes (unless extended)</b>	7.00pm (Melbourne time) on [*] 2010

\*Indophil has given its consent to the Bidder despatching this Bidder's Statement to persons registered as Indophil Shareholders and Option holders as at 7.00pm on [\*], being a date that is earlier than would otherwise apply under section 633(1) (Item 6) of the Corporations Act.

## How to Accept

To accept the Zijin Offer, you should proceed as follows:

<b>1. Read</b>	Read this document in full. Also read the Target's Statement provided separately by Indophil.
<b>2. Consult</b>	Consult your legal, financial or other professional adviser if you are in any doubt as to what action to take or how to accept the Zijin Offer.
<b>3. Complete or instruct</b>	<p><i>Issuer Sponsored Holdings</i></p> <p>If Your Shares are held on Indophil's issuer sponsored sub-register (that is, if there is an 'I' appearing next to your holder number on the enclosed Acceptance Form), complete, sign and return the Acceptance Form in accordance with the instructions on that form.</p> <p><i>CHESS Holdings</i></p> <p>If Your Shares are held in a CHESS Holding (that is, if there is an 'X' appearing next to your holder number on the enclosed Acceptance Form) either:</p> <ul style="list-style-type: none"> <li>• complete, sign and return the Acceptance Form in accordance with the instructions on that form. This will authorise the Bidder to instruct your CHESS Controlling Participant (normally your stockbroker) to initiate acceptance of the Zijin Offer on your behalf; or</li> <li>• if you are a Participant, initiate acceptance of the Zijin Offer before the end of the Offer Period; or</li> <li>• if you are not a Participant, instruct your CHESS Controlling Participant (normally your stockbroker) directly to initiate acceptance of the Zijin Offer on your behalf.</li> </ul>

<b>4. Post</b>	<p>Post your completed Acceptance Form in the enclosed reply paid envelope to:</p> <p>Indophil Takeover Offer Computershare Investor Services Pty Limited GPO Box 2115  Melbourne VIC 8060</p> <p><b>Acceptance Forms must be received in sufficient time for your instruction to be processed by 7.00pm (Melbourne time) on [*] 2010, unless the Offer is extended.</b></p>
----------------	--

## Important notices

This document is a Bidder's Statement issued by Golden Resource Mining (BVI) Limited, a wholly owned subsidiary of Zijin Mining, under Part 6.5 of the Corporations Act. This Bidder's Statement sets out the terms and conditions of the Zijin Offer and other important information relating to the Offer. You should read this Bidder's Statement in its entirety. If you are in any doubt as to how to deal with this document, you should consult your legal, financial or other professional adviser as soon as possible.

A copy of this Bidder's Statement was lodged with ASIC on 23 December 2010. ASIC takes no responsibility for the content of this Bidder's Statement.

In preparing this Bidder's Statement, the Bidder has not taken into account the individual objectives, financial situation or needs of individual Indophil Shareholders. Accordingly, before making a decision whether or not to accept the Zijin Offer, you may wish to consult with your legal, financial or other professional adviser.

The Bidder has collected your information from the Indophil register of shareholders for the purpose of making this Offer and, if accepted, administering your holding of Indophil Shares. The Corporations Act requires the names and addresses of shareholders to be held in a public register. Your information may be disclosed on a confidential basis to the Bidder's related bodies corporate and external service providers, and may be required to be disclosed to regulators such as ASIC.

References in this Bidder's Statement to Zijin Mining's website ([www.zjky.cn/english](http://www.zjky.cn/english)) and to Indophil's web site ([www.indophil.com](http://www.indophil.com)) are for your reference only. Information contained in or otherwise accessible from those websites are not part of this Bidder's Statement.

The distribution of this Bidder's Statement may, in some jurisdictions, be restricted by law or regulation. Accordingly, persons who come into possession of this Bidder's Statement should inform themselves of and observe any such restrictions.

A number of defined terms are used in this Bidder's Statement. Unless the contrary intention appears, the context requires otherwise or words are defined in Section 8 of this Bidder's Statement, words and phrases in this Bidder's Statement have the same meaning and interpretation as in the Corporations Act.

# Key Contacts

---

## **SHARE REGISTRAR FOR THE ZIJIN OFFER**

Computershare Investor Services Pty Limited

GPO Box 2115

Melbourne VIC 8060

## **QUERIES REGARDING THE ZIJIN OFFER**

Please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia) if you require assistance.

# Table of Contents

---

<b>Chairman's letter</b>	<b>7</b>
<b>Why you should accept the Zijin Offer</b>	<b>9</b>
<b>Key Questions</b>	<b>14</b>
<b>1. Key features of the Zijin Offer</b>	<b>18</b>
<b>2. Profile of the Bidder and Zijin Mining Group Co., Ltd</b>	<b>20</b>
<b>3. Profile of Indophil</b>	<b>26</b>
<b>4. Zijin Mining's intentions in relation to Indophil</b>	<b>31</b>
<b>5. Sources of consideration</b>	<b>35</b>
<b>6. Taxation considerations</b>	<b>36</b>
<b>7. Additional information</b>	<b>39</b>
<b>8. Definitions and interpretation</b>	<b>49</b>
<b>9. Approval of Bidder's Statement</b>	<b>55</b>
<b>Appendix 1 – Terms of the Offer</b>	<b>56</b>
<b>Appendix 2 – Conditions of the Offer</b>	<b>65</b>
<b>Corporate Directory</b>	<b>71</b>



## **ACCEPT NOW**

**Zijin Mining believes its Offer of A\$1.28 cash per Share provides you with an outstanding opportunity to realise an attractive price for your Indophil Shares.**

**The Zijin Offer has been unanimously recommended by the Indophil Directors, in the absence of a superior proposal.**

# Chairman's letter

---

23 December 2009

Dear Indophil Shareholder

## **Recommended cash takeover offer for Indophil Resources NL**

I am pleased to enclose an Offer to acquire all of your shares in Indophil Resources NL (**Indophil**). Golden Resource Mining (BVI) Limited (**Bidder**), a wholly owned subsidiary of Zijin Mining Group Co. Ltd (**Zijin Mining**), is offering A\$1.28 cash for each Indophil Share that you hold.

Zijin Mining is a large international Chinese mining corporation focussed on the exploration and development of gold and base metals. Zijin Mining is China's largest gold producer and third largest copper producer.

Zijin Mining believes this Offer provides an outstanding opportunity for Indophil Shareholders to receive a substantial premium for their Indophil Shares.

The reasons why you should accept the Zijin Offer of A\$1.28 cash per share include:

- it represents an 18% premium to the closing price of Indophil Shares of \$1.085 on 26 November 2009 (being the last trading day prior to announcement of the Offer);
- it represents a substantial 83% premium to Indophil's volume weighted average share price of \$0.70 over the six months ended 26 November 2009; and
- it is a 100% cash offer which gives you, as an Indophil Shareholder, an opportunity to realise substantial and certain value for Indophil's stake in the Tampakan Project – a value that is attractive given the risks and uncertainties associated with that project.

The Zijin Offer is the only offer for all of your Shares. It provides you with an opportunity to dispose of all your Indophil Shares, and to realise full and certain value for your entire Indophil holding. Zijin Mining considers that Indophil shareholders should welcome this Offer, especially against the background of:

- the unsuccessful conclusion of two takeover offers for Indophil in 2008; and
- the public ownership review process that the Indophil Board initiated in November 2008 to negotiate the disposal of Indophil's interest in the Tampakan Project, during which time Indophil Shares have traded significantly below the Offer price of A\$1.28.

The Indophil Directors unanimously recommend that you accept the Zijin Offer for all your Indophil Shares, in the absence of a superior proposal. Each of the Indophil Directors intends to accept the Zijin Offer in respect of all Indophil Shares they or their associated entities own or control, within 14 days from the commencement of the Offer, in the absence of a superior proposal.

In addition, Indophil's largest shareholder, Xstrata Queensland Limited (**Xstrata**), has entered into a Pre-Bid Acceptance Deed with Zijin Mining, in relation to its 18.8% shareholding in Indophil (previously 19.99%).<sup>1</sup> The effect of that deed is that Xstrata will accept the Zijin Offer for all of its Shares subject to the fulfilment of conditions specified in the deed.

Collectively, the Indophil Directors, their associated entities and Xstrata own or control approximately 19.15% of all Indophil Shares on issue.

---

<sup>1</sup> Xstrata is registered as the holder of 78,594,711 Indophil Shares. Prior to 21 December 2009, this represented 19.99% of Indophil Shares then on issue. Xstrata's holding has now been diluted to 18.8% as a result of the issue by Indophil on 21 December 2009 of 25.9 million new Shares to Alsons Corporation.

The Offer will close at 7.00pm (Melbourne time) on [\*] 2010, unless extended. A summary of how to accept the Offer is set out on the inside front cover of this document, with detailed instructions provided on the Acceptance Form that accompanies this document.

If you have any questions, please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia), Monday to Friday between 9.00am and 5.00pm (Melbourne time). Alternatively, you may contact your legal, financial or other professional adviser.

Yours sincerely

A handwritten signature in black ink, appearing to be 'Chen Jinghe', written in a cursive style.

Chen Jinghe  
Chairman

## Why you should accept the Zijin Offer

---

1. The Zijin Offer represents a substantial premium to Indophil's recent trading prices
2. The Zijin Offer is unanimously recommended by the Indophil Directors, in the absence of a superior proposal
3. The Indophil Directors intend to accept the Zijin Offer for their entire holdings, in the absence of a superior proposal
4. Indophil's largest shareholder, Xstrata, has entered into a Pre-Bid Acceptance Deed with Zijin Mining in relation to its 18.8% shareholding in Indophil
5. The Zijin Offer removes your exposure as an Indophil Shareholder to the risks and uncertainties associated with the Tampakan Project
6. The Zijin Offer is the only offer available for all of Your Shares
7. The Zijin Offer is a simple offer and provides all Indophil shareholders with the opportunity to receive cash for their Shares
8. Indophil's share price may fall if the Zijin Offer is not successful and there is no superior proposal

# Why you should accept the Zijin Offer

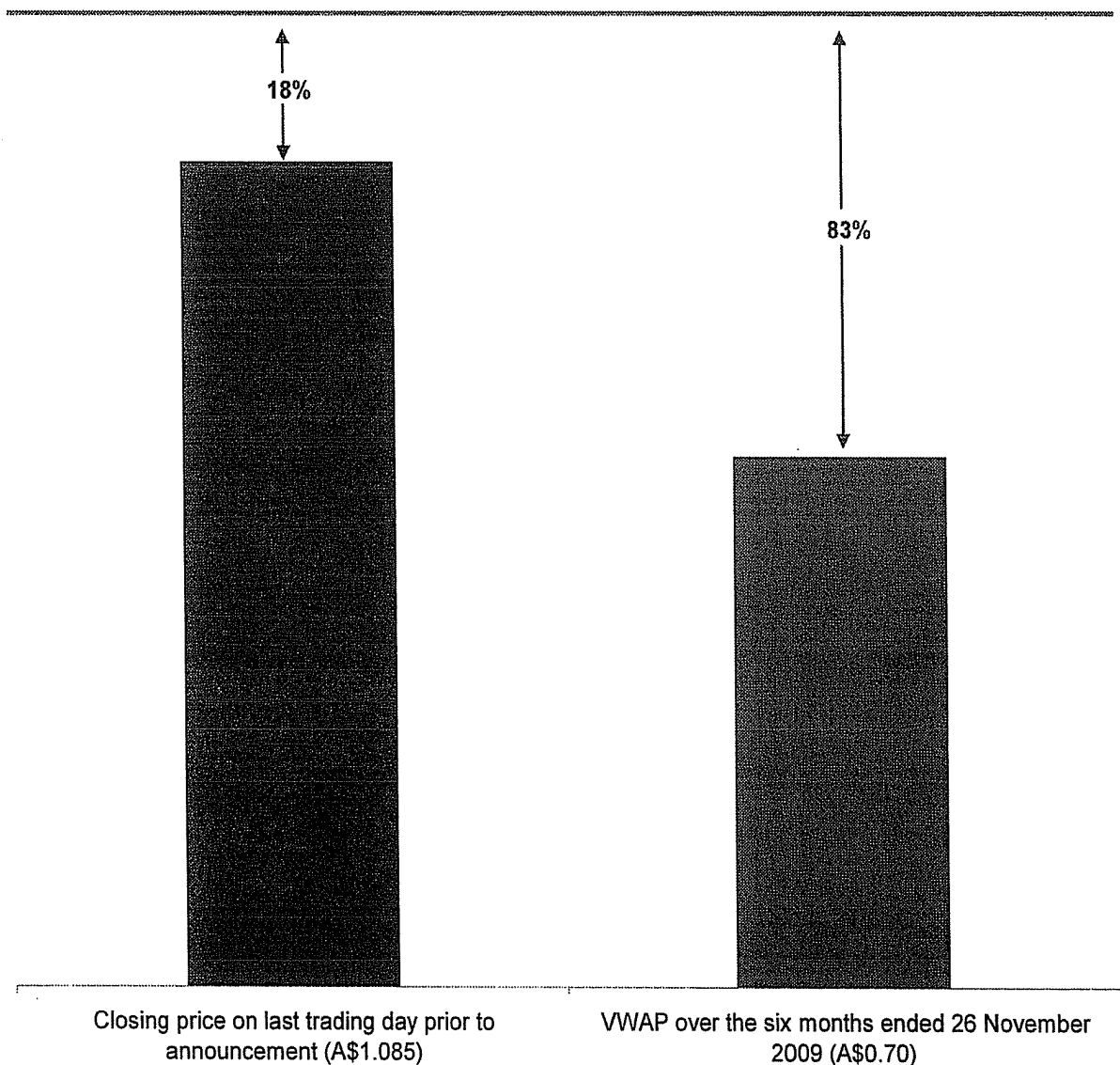
---

## 1. The Zijin Offer represents a substantial premium to Indophil's recent trading prices

The Zijin Offer is A\$1.28 cash per Share for all your Indophil Shares. This represents a substantial premium for your Indophil Shares. Specifically, it represents:

- an 18% premium to the closing price of Indophil Shares of \$1.085 per Share on 26 November 2009 (being the last trading day prior to announcement of the Offer); and
- a substantial 83% premium to Indophil's volume weighted average price of \$0.70 per Share over the six months ended 26 November 2009.

Figure 1 sets out the premiums represented by the Offer Price of A\$1.28 cash per share.



**2. The Zijin Offer is unanimously recommended by the Indophil Directors, in the absence of a superior proposal**

The Indophil Directors unanimously recommend that you accept the Zijin Offer, in the absence of a superior proposal. The reasons for that unanimous recommendation are set out in the Target's Statement that accompanies this Bidder's Statement.

**3. The Indophil Directors intend to accept the Zijin Offer for their entire holdings, in the absence of a superior proposal**

Each of the Indophil Directors intends to accept the Zijin Offer within 14 days from the commencement of the Offer Period in respect of all Indophil Shares they or their associated entities own or control, in the absence of a superior proposal.

Collectively, the Indophil Directors and their associated entities own or control 1,638,500 Indophil Shares.

**4. Indophil's largest shareholder, Xstrata, has entered into a Pre-Bid Acceptance Deed with Zijin Mining for its 18.8% shareholding in Indophil**

Xstrata has entered into a Pre-Bid Acceptance Deed with Zijin Mining, in relation to Xstrata's 18.8% shareholding in Indophil.<sup>2</sup> The effect of that deed is that Xstrata will accept the Zijin Offer subject to the fulfilment of certain conditions specified in the deed (see Section 7.5). One of those criteria is that the Bidder holds acceptances of its Offer in respect of at least 30.2% of Indophil Shares, including acceptances received under an institutional acceptance facility that the Bidder has established (see Section 7.16). Accordingly, your prompt acceptance of the Zijin Offer is important.

**5. The Zijin Offer removes your exposure as an Indophil Shareholder to the risks and uncertainties associated with the Tampakan Project**

The certainty of the Zijin Offer of A\$1.28 cash per Share should be compared to the risks and uncertainties of remaining an Indophil Shareholder. The scale and location of the Tampakan Project exposes Indophil Shareholders to a number of inherent risks which have been the subject of extensive prior public disclosure.<sup>3</sup> These risks include funding and development risks, failure to obtain or delays in obtaining any required regulatory approvals, and changes in law that may affect the viability of the Tampakan Project including any changes to environmental laws.

In addition to the risks specific to the Tampakan Project, Indophil shareholders are exposed to:

- copper price risk;
- foreign exchange risk; and
- stock market risk.

<sup>2</sup> Xstrata is registered as the holder of 78,594,711 Indophil Shares. Prior to 21 December 2009, this represented 19.99% of Indophil Shares then on issue. Xstrata's holding has now been diluted to 18.8% as a result of the issue by Indophil on 21 December 2009 of 25.9 million new Shares to Alsons Corporation. For further information, please refer to Indophil's ASX announcement of 21 December 2009 and Xstrata's Form 604 released to ASX on 22 December 2009.

<sup>3</sup> See for example section 4 of Xstrata's replacement Bidder's Statement dated 10 July 2008 in relation to its takeover offer for Indophil, and section 4.10 of Indophil's Target Statement dated 21 July 2008 in response to that takeover offer.

In contrast, if you accept the Zijin Offer, and the conditions of the Offer are satisfied or waived, you will receive cash for your Indophil Shares and will not be exposed to the risks and uncertainties associated with continuing to hold Indophil Shares.

## **6. The Zijin Offer is the only offer available for all Your Shares**

In 2008, Indophil was the subject of two competing takeover bids, each of which concluded unsuccessfully. Since November 2008, the Indophil Board has been actively seeking to negotiate and effect the disposal of its interest in the Tampakan Project. This involved Indophil establishing a data room and inviting a large number of potential acquirers both in Australia and internationally to submit offers to acquire Indophil's interest in the Tampakan Project.

The Zijin Offer is the only offer available for all Your Shares. As at 21 December 2009, neither Zijin Mining nor Indophil is aware of any other party intending to make an offer for Indophil Shares which is higher than the Zijin Offer.

Under the Implementation Agreement, Indophil has agreed not to solicit Competing Proposals and has agreed to other exclusivity restrictions. Indophil has also agreed to cease any discussions or negotiations with third parties prior to the announcement of the Zijin Offer. For a summary of these exclusivity restrictions, please refer to Section 7.4(b).

## **7. The Zijin Offer is a simple cash offer**

The Zijin Offer of A\$1.28 per Share provides you with the opportunity to receive a certain cash amount (subject to each of the conditions of the Offer being satisfied or waived).

In the absence of the Offer (or a Competing Proposal), the opportunity to sell all of your Indophil Shares may not be available due to the low liquidity in the trading of Indophil Shares on the ASX.

You will not incur any brokerage charges by accepting the Bidder's Offer.

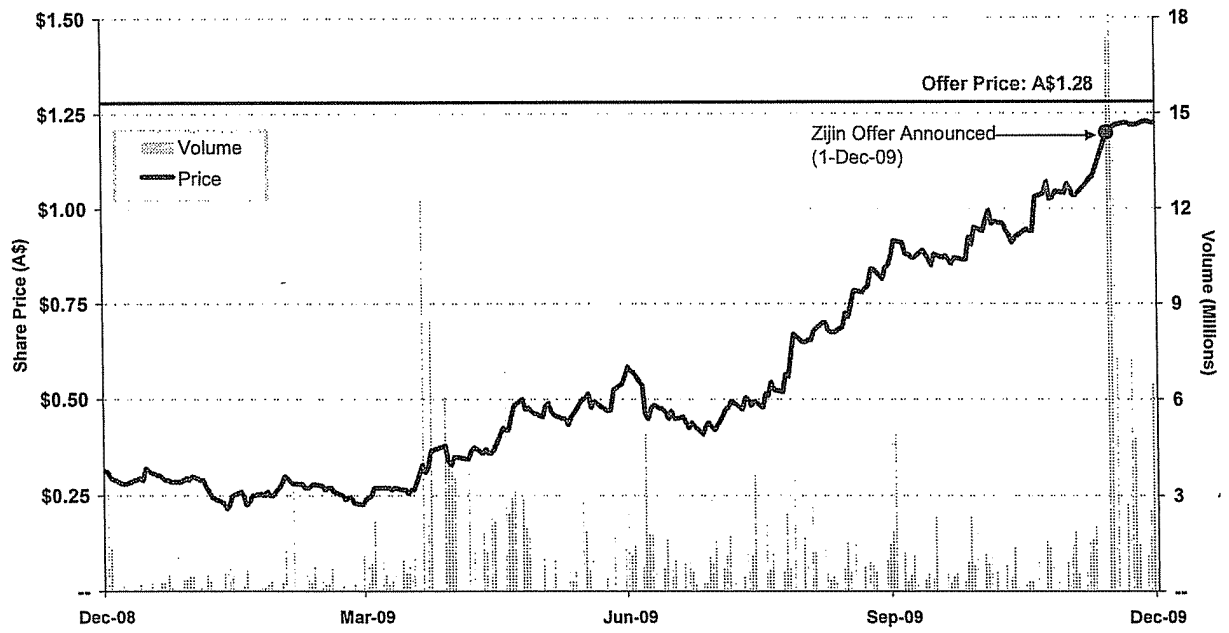
You will be paid cash for your Indophil Shares within 1 month after the later of the date that you accept the Offer and the date that the Offer becomes unconditional. In any event, assuming the conditions of the Offer are satisfied or waived, you will be paid no later than 21 days after the Offer closes.

## **8. Indophil's share price may fall if the Zijin Offer is not successful**

The Zijin Offer provides you with the opportunity to receive a certain cash amount of A\$1.28 per Share (subject to each of the conditions of the Offer being satisfied or waived).

If the Zijin Offer is not successful, the Indophil Share price may fall to levels at which Indophil Shares traded prior to announcement of the Offer.

Figure 2 Indophil Share price performance—last 12 months





# Key Questions

Set out below are summary answers to some key questions that Indophil Shareholders may have in relation to the Zijin Offer. This information is a summary only and should be read together with all sections of this Bidder's Statement and Indophil's Target's Statement.

Question	Answer
<b>What is the Offer?</b>	<p>Golden Resource Mining (BVI) Limited (<b>Bidder</b>) is offering to acquire all of your Indophil Shares for A\$1.28 cash per Share.</p> <p>The Offer also extends to the 25.9 million new Shares issued to Alsons Corporation on 21 December 2009 as consideration for Indophil's acquisition of Alsons Corporation's 3.27% interest in the Tampakan Project.</p> <p>The Offer also extends to any new Shares issued during the Offer Period on the exercise of Indophil Options or the vesting of Performance Rights in accordance with their respective terms.</p> <p>The Offer values Indophil's share capital (on a fully diluted basis) at approximately A\$545 million.</p>
<b>Who is making the Offer?</b>	<p>The Bidder is Golden Resource Mining (BVI) Limited, a wholly owned subsidiary of Zijin Mining.</p> <p>Further information about the Bidder and Zijin Mining is provided in Section 2 of this Bidder's Statement and on Zijin Mining's website <a href="http://www.zjky.cn/english">www.zjky.cn/english</a>.</p>
<b>What do the Indophil Directors recommend?</b>	Your Directors unanimously recommend that Indophil Shareholders accept the Zijin Offer, in the absence of a superior proposal.
<b>What do the Indophil Directors intend to do in respect of their own Indophil Shares?</b>	Each of the Indophil Directors intends to accept the Offer within two weeks of the despatch of this document in respect of all Indophil Shares that they or associated entities own or control, in the absence of a superior proposal.
<b>What does Xstrata intend to do in respect of its Indophil Shares?</b>	Xstrata is the largest shareholder of Indophil, with an 18.8% shareholding. Xstrata has entered into a Pre-Bid Acceptance Deed with Zijin Mining under which Xstrata has agreed to accept the Offer subject to the fulfilment of three conditions specified in the deed. A summary of the key terms of the Pre-Bid Acceptance Deed is set out in Section 7.5.

Question	Answer
<b>What are the conditions of the Offer?</b>	<p>The Offer is subject to a number of conditions, including:</p> <ul style="list-style-type: none"> <li>• Zijin Mining obtaining a relevant interest in at least 90% of Indophil Shares;</li> <li>• the receipt of regulatory approvals from the PRC government and relevant authorised agencies;</li> <li>• the receipt of approval from the Australian Foreign Investment Review Board and the absence of regulatory actions from any Australian Government Agency restraining or prohibiting the making of the Offer or the acquisition of Shares under the Offer;</li> <li>• Indophil operating its business in the usual and ordinary course (including, among other things, not making any substantial acquisitions or disposition of entities, businesses or assets);</li> <li>• no material adverse change to Indophil or its business;</li> <li>• Indophil acquiring the 3.27% interest in the Tampakan Project held by Alsons Corporation; and</li> <li>• Indophil not disposing of its interest in the Tampakan Project.</li> </ul> <p>The conditions are set out in full in Appendix 2 to this Bidder's Statement.</p>
<b>How will Indophil Options be treated?</b>	<p>Indophil Option holders whose Indophil Options are exercised in accordance with their terms during the Offer Period will be able to accept the Offer in respect of the Indophil Shares which they are issued on exercise.</p> <p>Further details in relation to the treatment of Indophil Options are set out in Section 7.8 of this Bidder's Statement.</p>
<b>What if you are a foreign shareholder?</b>	<p>Foreign shareholders will receive the same cash consideration under the Offer as Australian resident shareholders. However, the tax implications under the Offer for foreign shareholders may be different to those relating to Australian resident shareholders.</p>
<b>When does the Offer close?</b>	<p>The Offer will close at 7.00pm (Melbourne time) on [*] 2010, unless extended. If you wish to accept the Zijin Offer, you need to do so before the Offer closes.</p>
<b>How will the Offer Period be extended?</b>	<p>The Offer Period may be extended at the Bidder's election (subject to the Corporations Act). You will receive written notice of any extension as required by the Corporations Act and the extension will be announced to ASX.</p>
<b>How do I accept the Offer?</b>	<p>Please refer to the directions on the inside front cover of this Bidder's Statement, as well as the instructions on the enclosed Acceptance Form.</p> <p>You may only accept the Zijin Offer for all your Indophil Shares. The effect of your acceptance is described in Section 1.5 of Appendix 1 to this Bidder's Statement.</p>

Question	Answer
<b>If I accept the Offer, when will I be paid?</b>	<p>You will receive payment on or before the earlier of:</p> <ul style="list-style-type: none"> <li>• one month after the date of your valid acceptance of the Offer or, if the Offer is subject to a condition when you accept, within one month after the Offer becomes unconditional; and</li> <li>• if the Offer becomes unconditional, 21 days after the end of the Offer Period.</li> </ul> <p>Full details of when you will be paid are set out in this Bidder's Statement.</p>
<b>What are the tax consequences of accepting the Offer?</b>	<p>A general outline of the taxation consequences of accepting the Offer is provided in Section 6 of this Bidder's Statement.</p> <p>As the consequences of acceptance differ according to each Indophil Shareholder's individual circumstances, you are encouraged to seek specific independent tax advice before making any decision in relation to the Zijin Offer.</p>
<b>Will I incur any brokerage or stamp duty if I accept the Zijin Offer?</b>	<p>No, you will not incur any brokerage or stamp duty if you accept the Zijin Offer.</p>
<b>If I do not accept the Zijin Offer, can I be forced to sell my Indophil Shares?</b>	<p>You cannot be forced to sell your Indophil Shares unless Zijin Mining has a relevant interest in at least 90% of all Indophil Shares by the end of the Offer Period, and Zijin Mining is entitled to proceed to compulsorily acquire your Indophil Shares. If Zijin Mining satisfies the required thresholds for compulsory acquisition under the Corporations Act, it intends to compulsorily acquire any outstanding Indophil Shares.</p>
<b>Can I sell my Indophil Shares on ASX?</b>	<p>Yes. However, once you accept the Offer (even while it remains subject to any conditions), you will not be able to sell your Indophil Shares on the ASX, accept any other offer or otherwise deal with your Indophil Shares until after the end of the Offer Period (and then only if the Offer remains subject to conditions). These restrictions are subject to any statutory withdrawal rights that may arise.</p>
<b>What will happen if I accept the Offer?</b>	<p>If you accept the Offer, and the Offer becomes unconditional, you will be paid A\$1.28 cash for each of your Indophil Shares.</p> <p>Once you accept the Offer (even while it remains subject to any conditions), you will not be able to sell your Indophil Shares on the ASX, accept any other offer or otherwise deal with your Indophil Shares. These restrictions are subject to any statutory withdrawal rights that may arise.</p> <p>You will be entitled to withdraw your acceptance if the Offer is varied in such a way as to postpone for more than one month the time by which Zijin Mining has to meet its obligations under the Offer and the Offer is subject to a condition. If this occurs, a notice will be sent to you at the relevant time that explains your rights to withdraw your acceptance of the Offer.</p>

Question	Answer
<p><b>What if I have further enquiries in relation to the Zijin Offer?</b></p>	<p>If you have further enquiries in relation to the Zijin Offer, please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia), Monday to Friday between 9.00am and 5.00pm (Melbourne time). Alternatively, you may contact your legal, financial or other professional adviser. Any further material information relating to the Zijin Offer will be lodged with the ASX and included on Zijin Mining's website at <a href="http://www.zjky.cn/english">www.zjky.cn/english</a>.</p> <p>Further material information may also be the subject of a supplementary bidder's statement from the Bidder.</p>

## 1. Key features of the Zijin Offer

### 1.1 What Zijin Mining is offering to buy

Zijin Mining (through its wholly owned subsidiary, Golden Resources Mining (BVI) Limited) is offering to buy, on the terms and conditions set out in this Bidder's Statement, all Indophil Shares which are on issue as at the Register Date and also all Indophil Shares that are issued during the period from the Register Date to the end of the Offer Period due to:

- (a) the exercise of Indophil Options that exist as at the Register Date; and
- (b) the vesting of Performance Rights that exist as at the Register Date.

You may only accept this Offer in respect of all of the Indophil Shares held by you.

### 1.2 What you will receive if you accept the Zijin Offer

If you accept the Zijin Offer you will, subject to the satisfaction or waiver of the conditions to the Offer, receive A\$1.28 cash for each Indophil Share you hold.

Generally, the Bidder will pay the consideration due to you under the Offer on or before the earlier of:

- (a) one month after this Offer is validly accepted by you or one month after all of the conditions have been satisfied or waived (whichever is the later); and
- (b) if the Offer becomes unconditional, 21 days after the end of the Offer Period.

Full details of when payments will be made are set out in Section 1.6 of Appendix 1 to this Bidder's Statement.

### 1.3 No brokerage on acceptances

You will not pay any brokerage if you accept the Zijin Offer and if your Indophil Shares are registered in an issuer sponsored holding.

### 1.4 Close of the Zijin Offer

The Offer will close at 7.00pm (Melbourne time) on [\*] 2010, unless it is extended in accordance with the Corporations Act.

### 1.5 There are some conditions to the Zijin Offer

The Offer is subject to a number of conditions which are set out in full in Appendix 2 to this Bidder's Statement. These conditions include:

- (a) Zijin Mining obtaining a relevant interest in at least 90% of Indophil Shares;
- (b) the receipt of regulatory approvals from the PRC government and relevant authorised agencies;
- (c) the receipt of approval from the Australian Foreign Investment Review Board and the absence of regulatory actions from any Australian Government Agency restraining or prohibiting the making of the Offer or the acquisition of Shares under the Offer;
- (d) Indophil operating its business in the usual and ordinary course (including not making any substantial acquisitions or disposals of entities, businesses or assets);
- (e) no material adverse change to Indophil or its business;

- (f) the completion of the acquisition by Indophil of Alsons Corporation's 3.27% interest in the Tampakan Project; and
- (g) Indophil not disposing of, agreeing to dispose of or negotiating the disposal of its interest in the Tampakan Project.

The full terms of the conditions are set out in Appendix 2 to this Bidder's Statement.

## **1.6 Where to go for further information**

For guidance on how to accept the Zijin Offer, please refer to the summary on the inside front cover of this booklet and to the more detailed instructions in the enclosed Acceptance Form. If, after doing so, you have any queries in relation to accepting the Zijin Offer, please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia), Monday to Friday between 9.00am and 5.00pm (Melbourne time).

For queries in relation to your Indophil shareholding, please call Indophil's share registry, Computershare Investor Services Pty Limited on 1300 850 505 (local call cost for callers within Australia) or +61 3 9415 4000 (for callers outside Australia), Monday to Friday between 9.00am and 5.00pm (Melbourne time).

For all other queries in relation to the Zijin Offer, please contact your legal, financial or other professional adviser.

## **1.7 Important notice**

The information in this Section 1 is a **summary only** of key features of the Zijin Offer and is qualified in its entirety by the detailed information set out elsewhere in this Bidder's Statement.

You should read the entire Bidder's Statement and Indophil's Target's Statement before deciding whether to accept the Zijin Offer.

## 2. Profile of the Bidder and Zijin Mining Group Co., Ltd

### 2.1 Bidder

The Bidder is a wholly owned subsidiary of Zijin Mining. The Bidder was incorporated on 15 October 2009 in the British Virgin Islands and has not carried on any business other than making the Offer. The Bidder is registered with ASIC as a foreign company under Part 5B.2 (Division 2) of the Corporations Act.

The current directors of the Bidder are Messrs Wong Hok Bun Mario and Zhang Qiaochun.

### 2.2 Zijin Mining

Zijin Mining is the ultimate holding company of the Bidder.

Zijin Mining is a large international Chinese mining corporation focussed on the exploration and development of gold and base metals. Zijin Mining is China's largest gold producer and third largest copper producer. Zijin Mining is incorporated in the PRC and is listed on the Hong Kong Stock Exchange (stock name: Zijin Mining, stock code: 2899) and the Shanghai Stock Exchanges (stock name: Zijin Mining, stock code: 601899). In 2009, Zijin Mining was ranked 243 in the Global Top 500 Companies released by the Financial Times (UK).

Zijin Mining has operations in more than 20 provinces in China and seven other countries. Zijin Mining's flagship asset is the Zijinshan Gold-Copper Mine, which is China's largest gold mine. Central to Zijin Mining's values is its focus on responsible mining and modern mining practices, its adherence to the highest standards of environmental management and protection, underpinned by adherence to a safe working environment and its regard for the societies in which Zijin Mining operates.

In October 2009, Zijin Mining was recognised by the China Association for Quality with the National Advanced Enterprise of Excellent Performance Model Award.

Further information about Zijin Mining can be found at [www.zjky.cn/english](http://www.zjky.cn/english).

Zijin Mining currently employs over 10,000 employees in China and other overseas locations.

Zijin Mining occupies the following positions of significance in the Chinese mining industry:

- (a) China's largest owner of metal mineral resources;
- (b) China's largest gold producer;
- (c) China's third largest copper producer; and
- (d) one of China's six major zinc producers.

### 2.3 Major activities

Zijin Mining's major activities are:

- (a) the refinement and sale of gold and other non-ferrous metals in the PRC;
- (b) gold and copper production and refinement; and
- (c) zinc and lead mining and refinement.

Zijin Mining's business centres on the exploration and development of gold and base metals. Zijin Mining has interests in the following mining operations:

- (d) Zijinshan Gold-Copper Mine;

- (e) Xinjian Ashele Copper Mine; and
- (f) Qinghai Deerni Copper Mine.

## 2.4 Major locations

Zijin Mining's major locations are:

- (a) China;
- (b) Tajikistan;
- (c) Mongolia;
- (d) Peru;
- (e) Myanmar; and
- (f) Russia.

## 2.5 Directors

The current executive directors of Zijin Mining are:

- Chen Jinghe

Mr Chen Jinghe is the chairman of Zijin Mining. Mr Chen is a professor grade senior engineer, a specialist who enjoys special allowance from the State Council, a delegate to the Tenth People's Congress of Fujian province, chairman of China Mining Association, and the vice president of the China Gold Association. Mr Chen graduated from Fuzhou University with a bachelor's degree in geology in 1982 and obtained an MBA degree from Xiamen University. He was a team head of Minxi Geology Division from 1986 to 1992, major founder and organiser for exploration of Zijinshan Gold and Copper Mine. He was the chairman and general manager of Zijin Mining from August 1993 to August 2000 and also held other positions within Zijin Mining during that period. In August 2000, he was appointed as the chairman of Zijin Mining and continues to serve as its chairman at the present time. From August 2006 to November 2009, Mr Chen also served as the president of Zijin Mining. Mr Chen specialises in mine exploration, evaluation and exploitation management. He has been awarded the 'National Scientific Advancement Award', as well as several awards from the province and ministry.

- Luo Yingnan

Mr Luo Yingnan is the president of Zijin Mining and a professor grade senior engineer. He graduated from Fuzhou University with a bachelor's degree in geology in 1982. Mr Luo was the head of the Geological Unit for the Second Team of the Second Geological Prospecting Bureau under the Ministry of Metallurgy and the manager of Longyan Metallurgy Industry Company. Mr Luo was appointed as an executive director and general manager of Zijin Mining from August 2000 to August 2006. From August 2006 to November 2009, he served as the vice-chairman of Zijin Mining. Mr Luo has extensive experiences in geology exploration, mine evaluation and operation of mining enterprises.

- Liu Xiaochu

Mr Liu Xiaochu is a vice-chairman of Zijin Mining. Mr Liu is also a supervisor of Hunan Nonferrous Metals Corporation Limited, which listed on the Hong Kong Stock Exchange in March 2006, and an independent director of Fujian Hong Bo Printing Corporation Ltd. Mr Liu graduated from Fuzhou University with a bachelor's degree in physics in 1982. Mr Liu was the division head, deputy department head and department head of the Fujian



Economic Reform Commission from December 1986 to December 1999 during which he directed the reform and listing of enterprises in Fujian. Since August 2006, Mr Liu has also served as a director of Xinhua Industrial Company Limited.

- Lan Fusheng

Mr Lan Fusheng is a vice-chairman of Zijin Mining. He graduated from Fuzhou University with a bachelor's degree in geology in 1984 and obtained a master's degree in business administration from La Trobe University in 2000. Mr Lan has extensive experience in managing the investment business of enterprises, mining project evaluation and mergers and acquisitions. From August 2000 to August 2006, Mr Lan was appointed as a director and deputy general manager of Zijin Mining. Since August 2006, Mr Lan has served as a vice-chairman of Zijin Mining. On 2 June 2008, Mr Lan was appointed as non-executive director and non-executive chairman of an associated company of Zijin Mining – Monterrico Metals plc (which was listed on Alternative Investment Market (AIM) in the UK, and delisted on 2 June 2009).

- Huang Xiaodong

Mr Huang Xiaodong is a director and senior vice president of Zijin Mining. He graduated from the Hefei University of Technology with a specialisation in computing in 1980, and graduated from Xiamen University with an EMBA degree. Mr. Huang has been an engineer of the Computer Science Research Institute in Fujian, and deputy department head and department head of the Science and Technology Committee in Fujian. Mr Huang acted as the chief economist of Zijin Mining from February 2005 to August 2006. Mr Huang has extensive experience in business management and international operations. On 1 June 2007, Mr. Huang was appointed as executive director and chief executive officer of an associated company of Zijin Mining - Monterrico Metals PLC (which was listed on Alternative Investment Market (AIM) in the UK, and delisted on 2 June 2009).

- Zou Laichang

Mr Zou Laichang is a senior engineer, executive director and senior vice president of Zijin Mining. He graduated from Fujian Agriculture and Forestry University Forestry College with a bachelor's degree in chemistry in 1990 and subsequently obtained an MBA from Xiamen University. Since 1996, Mr Zou has held several senior positions within Zijin Mining, including deputy director of gold refinery, deputy head of the institute of mining and refining design and research, deputy chief engineer and chief engineer. Mr Zou specialises in hydrometallurgical process, and is recognized as a leading science and technology innovator. Mr Zou has received several awards from the province and ministries.

The current non-executive director of Zijin Mining is Mr Peng Jiaqing. Mr Peng is a senior economist and the vice chairman of the Fujian Technology Economic and Modernization Management Association. Mr Peng graduated from Fujian Normal University with a major in Chinese linguistics in 1968. Mr Peng has been the chief secretary of Liupanshui Guizhou provincial government, deputy branch manager of Xiamen branch, branch manager of Zhangzhou branch and deputy office supervisor of the Fujian provincial branch of Industrial and Commercial Bank of China. Mr Peng has served as a director of Zijin Mining since June 2008.

The current independent non-executive directors of Zijin Mining are:

- Su Congfu

Mr Su Congfu is a professor grade senior engineer, former deputy director of Anhui Metallurgy Department, manager of Anhui Gold Company, former head of the Metallurgy Department of Anhui Economics and Commerce Committee and assistant

inspector of the Bureau of Work Safety in Anhui. Mr Su graduated from Beijing Steel Institute with a mining specialisation. He was the chief of Anqing Copper Mine and assistant to the general manager of Tongling Non-ferrous Metal Group Company. Mr Su has extensive experience and expertise in mining and processing, refining, producing and managing in the steel, non-ferrous metal and gold industries, as well as substantial management experience in mining enterprises.

- **Chen Yuchuan**

Mr Chen is a researcher, supervisor of doctoral students, and academic of the Chinese Academy of Engineering. Mr Chen graduated from Donetsk Polytechnic University of the former Soviet Union in 1959 where he majored in geology exploration. He was the chief engineer in the former geology and mine ministry and head of the Chinese Academy of Geology Sciences, vice-chairman of the International Association on the Genesis of Ore Deposits, member of the course evaluation team for the State Council Degree Committee, part-time professor of Beijing University and Nanjing University, and member of the 9th National Political Consultative Conference. Currently, Mr Chen is the director of the Science Committee for the Chinese Academy of Geology Sciences and head of the Mine and Geology Specialist Committee. Mr Chen dedicates himself to deposit geology, geochemistry, regional metallogeny rules, estimation of metallogeny, and mine exploration. He is a world renowned geology specialist.

- **Lin Yongjing**

Mr Lin Yongjing is a senior accountant, a registered certified public accountant and a registered valuer. He graduated from Xiamen University with an accounting specialisation in July 1967. He was formerly the director and chief accountant of the Fujian Huaxing Certified Public Accountants. He was the head of Fujian Appraisal Centre, the director of the Fujian State-owned Property Bureau, and vice chief-officer of Fujian Provincial Financial Bureau and a committee member of the 7th Provincial People's Political Consultative Conference of Fujian. He is currently the chairman of the Fujian State-owned Assets Management Association, vice-chairman of Fujian Listing Enterprises Association, an expert specially invited by National State-owned Property Management Committee and a senior member of the China Appraisal Society. In June 2005, he was appointed as an independent director of Fujian Sanmu Group Company Limited (an A Share Company), and in October 2005, he was appointed as an independent director of Fujian Mindong Power Company Limited (an A Share Company). In May 2007, he was appointed as an independent director of Hainan Zhenghe Industrial Group Co., Ltd. (an A Share Company). Mr. Lin is an expert in finance, audit and asset management.

- **Wang Xiaojun**

Mr Wang Xiaojun graduated from the Chinese Academy of Social Sciences in 1986 with a master degree in law. He is a lawyer qualified to practise in China, Hong Kong and the United Kingdom. Mr Wang was a lawyer in Beijing from 1986 to 1988 and was seconded by the Ministry of Justice of the PRC to a law firm in the United Kingdom as a consultant on PRC laws in 1988. He joined The Stock Exchange of Hong Kong Limited in 1992. From 1993 to 1996, he worked with Richards Butler. In 1996, he served as an associate director of BNP Paribas Peregrine Capital Ltd. From 1997 to 2001, he served as a director of ING Baring Investment Bank. In 2001, he established X.J. Wang & Co., and in 2004 X.J. Wang & Co., formed an association with Jun He Law Offices. Mr Wang has expertise and experience in direct investments, joint ventures, company listings and mergers and acquisitions. He was an independent non-executive director of Yanzhou Coal Mining Company Limited from 2001 to 2007. He is currently an independent non-executive director of Oriental Patron Financial Investments Limited, Guangzhou Shipyard International Company Limited and NORINCO International Company Limited.

## 2.6 Major shareholders

As at 30 September 2009, Zijin Mining's major shareholders (exceeding 5%) are as follows:

- (a) Minxi Xinghang State-owned Assets Investment Co. Ltd, a China State Owned Enterprise - 28.96%;
- (b) HKSCC Nominees Limited - 27.41% (a nominee and a member of the Central Clearing and Settlement System); and
- (c) Xinhua Industrial Group Co, Ltd - 11.89%.

## 2.7 Financial information

As at 22 December 2009, Zijin Mining had a market capitalisation of approximately RMB123.3 billion, or approximately:

- (a) HK\$139.9 billion (assuming an exchange rate of RMB1.00 = HK\$1.135); and
- (b) A\$22.4 billion (assuming an exchange rate of RMB1.00 = A\$0.182).

As at 30 June 2009, Zijin Mining had net assets (unaudited) of approximately RMB16.8 billion, or approximately:

- (a) HK\$19.0 billion, (assuming an exchange rate of RMB1.00 = HK\$1.135); and
- (b) A\$3.0 billion, (assuming an exchange rate of RMB1.00 = A\$0.182).

The table below provides a summary of key financial information for Zijin Mining for the six months ended 30 June 2009.

Item	30 June 2009 RMB'000 (Unaudited)	31 December 2008 RMB'000 (Audited)
Total non-current assets	20,047,456	18,165,513
Total current assets	7,848,711	8,052,036
Total non-current liabilities	1,064,378	1,379,209
Total current liabilities	6,753,205	5,659,215
Net assets <sup>4*</sup>	20,078,584	19,179,125
Cash and cash equivalents at the end of the period	2,743,137	7,138,795
Revenue	9,376,432	8,212,654
Profit before tax	2,595,416	2,785,534
Profit after tax	2,121,242	2,215,879

**Note:** this summary information has been extracted from Zijin Mining's unaudited condensed interim consolidated financial statements for the six months ended 30 June 2009 which were prepared in accordance with International Accounting Standard 34 'Interim Financial Reporting'.

## 2.8 Rationale for the Offer

Zijin Mining considers the Tampakan Project in the Philippines to be a world-class copper-gold deposit with substantial resource reserves and sound conditions for exploitation and mining. The acquisition of Indophil pursuant to the Offer would give Zijin Mining a 37.5% interest in the Tampakan Project. This in turn would boost the resource reserves of Zijin Mining and promote

<sup>4</sup> includes minority interest share

the development and security of supply to Zijin Mining's 200,000 tonnes copper refining project facility currently under construction in the Shanghang County of Fujian Province in the PRC.

The Zijin Offer is being made to provide Zijin Mining with an opportunity to invest in the Tampakan Project and other mineral interests of Indophil in the Philippines. The directors of Zijin Mining consider that the acquisition of Indophil would be consistent with the Zijin Group's strategy of pursuing opportunities to engage in the mining, production, refining and sale of gold and other mineral resources in the PRC.

### 3. Profile of Indophil

#### 3.1 Disclaimer

The information in this Section 3 in relation to Indophil has been prepared based on a review of publicly available information (which has not been independently verified) and a limited due diligence review conducted by Zijin Mining in November 2009 which involved reviewing certain non-public information about Indophil. Zijin Mining does not make any representation or warranty, express or implied, as to the accuracy or completeness of such information.

The information on Indophil in this Bidder's Statement should not be considered comprehensive.

Further information relating to Indophil's business and its securities is included in Indophil's Target's Statement which accompanies this Bidder's Statement.

#### 3.2 Profile of Indophil

Indophil is a mining exploration company focusing on the exploration and development of gold and copper-gold opportunities in South East Asia. Indophil's key asset is a 34.23% operating interest in Sagittarius Mines, Inc. (**SMI**), a Philippine mineral exploration and development company which controls the world-class Tampakan Copper-Gold Project in the southern Philippines (the **Tampakan Project**).

Indophil's 34.23% interest in SMI is directly held as to 8.96% by Indophil and indirectly held as to 25.27% by Indophil Resources Phils. Inc., a wholly owned subsidiary of Indophil.

The registered capital of SMI is Php 250 million and the paid-up capital is Php 162,596,665. The shares of SMI are classified into A class common shares and B class preferred shares, and the shareholding ratio of class A and class B shares is 40:60.

As noted above, Indophil currently has a 34.23% operating interest in SMI. This is held through A class shares. The remaining holders of the operating interests of SMI are Xstrata with a 62.5% operating interest (held through A class shares) and Alsons Corporation with a 3.27% operating interest (also held through A class shares). Indophil has arrangements in place with Alsons Corporation to acquire its 3.27% operating interest, which would increase Indophil's total operating interest in SMI to 37.5% (A class shares).

A condition of the Zijin Offer is that before the end of the Offer Period, Indophil procures the acceleration and completion of the acquisition of Alsons Corporation's 3.27% A class shares in SMI in consideration for the issue of a maximum of 25.9 million new Shares. On 1 December 2009, Indophil announced that it had procured the acceleration of its acquisition of all of Alsons Corporation's shares in SMI (representing a 3.27% interest in the Tampakan Project), by agreement with Alsons Corporation. On 21 December 2009, Indophil announced that it had issued 25.9 million new Shares to Alsons Corporation as consideration for Indophil's acquisition of all of the Alson's SMI Shares. As part of that announcement, Indophil also stated that *'it expects to be registered as the holder of the additional 3.27% of the shares in SMI over the coming weeks following standard Philippines regulatory procedures'*. Assuming Indophil completes the acquisition of all of the Alson's SMI Shares in accordance with the publicly announced terms summarised above, Indophil's operating interest in SMI will increase from 34.23% to 37.5%.

The B class shares (preferred shares) of SMI are held by Southcot Mining Corporation and Tampakan Mining Corporation which only have rights to participate in decisions in connection with certain significant matters of SMI such as a change in share capital, disposal of substantial assets or reinvestments of SMI. The B class shareholders are also entitled to royalty payments based on 1.25% of the gross output or 6% of the net revenue of the Tampakan Project, whichever

is higher. If SMI declares any dividend, B class shareholders are entitled to a dividend equal to 12% of the par value (Php1) of B class shares in priority over the A class shareholders, paid out of distributable profits, which is deducted from the royalty payments.

The Tampakan Project is located on the southern Philippine island of Mindanao in the province of South Cotabato, municipality of Tampakan, approximately 65 kilometres north of General Santos City (on the boundary of three provinces, namely South Cotabato, Sultan Kudarat and Davao Del Sur). The Tampakan Project's mineral resource is the largest undeveloped copper-gold deposit in South East Asia. The latest confirmed mineral resource estimate is 2.4 billion tonnes containing 13.5 million tonnes of copper and 15.8 million ounces of gold at a 0.3% copper cut-off grade (for further information, please refer to Section 3.4.

SMI and the Philippine Government have signed a Financial and Technical Assistance Agreement (FTAA) which authorises SMI as its 'contractor' to carry out exploration and development of the Tampakan Project.

Other than the Tampakan Project, Indophil has other exploration interests in the Philippines, namely in Northern Luzon, South Luzon, Central Mindanao and Eastern Mindanao. Indophil continues to advance existing exploration programs apart from the Tampakan Project as well as evaluating new prospects and opportunities.

### **3.3 Financials**

According to the consolidated audited report of Indophil prepared in accordance with the requirements of Corporations Act, Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board, as at 30 June 2009, Indophil's book value of total assets was A\$159.2 million while its book value of net assets was A\$158.3 million. For the half year ended 30 June 2009, Indophil reported a net loss after tax of A\$2.9 million. For the year ended 31 December 2008, its net loss before tax was A\$14.2 million and net loss after tax was A\$14.8 million. For the year ended 31 December 2007, its net profit before tax was A\$459,000 and net loss after tax was A\$985,000.

### **3.4 Resources at the Tampakan Project**

Mineral resource estimates are reported above a 0.3 % copper cut-off and are shown on a 100% ownership basis as of 30 September 2009. Numbers in the table below are rounded, generally to two significant figures with tonnes and grades for Inferred Resources and grades in the total column rounded to one significant figure and the contained metal numbers rounded to the nearest 100k.

Competent Persons: Mr. Damien Nihill, MAusIMM, who is a full-time employee of SMI, takes responsibility for the quality of the exploration data used as the basis of the Tampakan resource estimates and for geological interpretations that constrain the resource estimates. Mr Nihill qualifies as a Competent Person under the meaning of the 2004 JORC Code. The resource estimates at Tampakan have been performed by Dr Phillip Hellman, FAIG, who is a Director of Hellman & Schofield Pty Ltd and who qualifies as a Competent Person under the meaning of the 2004 JORC Code. For full details in respect of the Competent Persons Statement, see the ASX Release of Indophil dated 20 October 2009 or visit the Indophil website [www.indophil.com](http://www.indophil.com).

The JORC compliant mineral resource estimate for the project as of 30 September 2009 is outlined in the table below.

MINERAL RESOURCE				
	Measured	Indicated	Inferred	Total
Resource (million tonnes)	780	890	700	<b>2,400</b>
Copper (%)	0.71	0.55	0.5	<b>0.6</b>
Gold (g/t)	0.28	0.19	0.2	<b>0.2</b>
Molybdenum (ppm)	81	69	60	<b>70</b>
Copper contained (kt)	5,500	4,900	3,100	<b>13,500</b>
Gold contained (kozs)	7,000	5,500	3,300	<b>15,800</b>
Gold contained (tonnes)	217.72	171.07	102.64	<b>491.43</b>

Note:

- These mineral resource estimates are reported above a 0.3% copper cut-off and are shown on a 100% ownership basis.
- Based on 1 ounce = 31.1035g, Tampakan Project has gold reserve of 491.43 tonnes (gold metal) (measured: 217.72 tonnes, indicated:171.07 tonnes, inferred:102.64 tonnes).
- A 'Measured Mineral Resource' is that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a high level of confidence. It is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are spaced closely enough to confirm geological and grade continuity.
- An 'Indicated Mineral Resource' is that part of a mineral resource for which tonnage, densities, shape, physical characteristics, grade and mineral content can be estimated with a reasonable level of confidence. It is based on exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes. The locations are too widely or inappropriately spaced to confirm geological and/or grade continuity but are spaced closely enough for continuity to be assumed.
- An 'Inferred Mineral Resource' is that part of a mineral resource for which tonnage, grade and mineral content can be estimated with a low level of confidence. It is inferred from geological evidence and assumed but not verified geological and/or grade continuity. It is based on information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes which may be limited or of uncertain quality and reliability.

### 3.5 Development and production status of the Tampakan Project

Bechtel Australia Pty. Ltd. has been appointed to prepare the feasibility study of the Tampakan Project which is now in the final phase which is due for completion in the second quarter of 2010. First production is scheduled for early in 2016.

Based on current estimates, the stage one mining and milling rate at Tampakan Project will be 44 million tonnes per annum (**Mtpa**), lifting in stage two to 66 Mtpa. The estimated service life of the mine is 20 years and its average annual production rate will be 340,000 tonnes copper in concentrates and 350,000 ounces of gold (about 10.89 tonnes) at a C1 cash cost of less than US\$0.46/lb of copper after gold credits but before molybdenum credits.

The Tampakan Project has rich reserves, good conditions and is suitable for large-scale open-pit mining.

### 3.6 Shareholding structure of Indophil

As at 21 December 2009, Indophil had on issue 419,027,937 Shares, 5,350,000 Options and Performance Rights convertible into 1,650,866 Shares.

If all the Options are exercised and if all the Performance Rights are converted into Shares, the total number of Indophil Shares on issue would be 426,028,803.

As at 27 November 2009, the 10 largest registered shareholders of Indophil were:

Shareholder Name	Number of shares held	%*
Xstrata Queensland Limited	78,594,711	18.8
National Nominees Limited	45,247,745	10.8
HSBC Custody Nominees (Australia) Limited – A/C 2	35,434,300	8.45
Lion Selection Group Limited	23,353,206	5.55
ANZ Nominees Limited (Cash Income A/C)	22,260,628	5.31
J P Morgan Nominees Australia Limited	16,512,093	3.94
Zero Nominees Pty Ltd	13,804,363	3.29
Alsons Corporation	11,100,000	2.64
HSBC Custody Nominees (Australia) Limited – GSCO ECA	7,656,585	1.8
HSBC Custody Nominees (Australia) Limited	7,594,038	1.81

\*Note: percentages are calculated on an expanded issued share capital of 419,027,937 Shares, incorporating the issue of 25.9 million new Shares to Alsons Corporation on 21 December 2009

### 3.7 Publicly available information

Indophil has been listed on the ASX since May 2002 and is obliged to comply with the continuous disclosure requirements of the ASX. A substantial amount of information concerning Indophil has previously been notified to the ASX. The information is available through the announcements page of the ASX website at [www.asx.com.au](http://www.asx.com.au), company code 'TRN'.

Information about Indophil, including copies of its financial statements, may also be obtained from Indophil's website at [www.indophil.com](http://www.indophil.com). Information contained in or otherwise accessible through this internet site is for your reference only and does not form part of this Bidder's Statement.

### 3.8 Review of Indophil information by Zijin Mining

In November 2009, Indophil provided Zijin Mining with certain non-public information about Indophil under the terms of a confidentiality agreement, for the purposes of Zijin Mining conducting a limited due diligence review of that information. Except as disclosed in this



Bidder's Statement, none of that information is, in the opinion of Zijin Mining and the Bidder, material to a decision by an Indophil Shareholder whether or not to accept the Offer.

### **3.9 Indophil's issued securities**

Please refer to Sections 7.5 and 7.7 of this Bidder's Statement for details of Indophil's issued securities, the Bidder's interest in those securities and the Bidder's dealings in those securities.

The Offer extends to Indophil Shares that are issued or otherwise come into existence during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights attached to, Indophil Options and Performance Rights.

## 4. Zijin Mining's intentions in relation to Indophil

### 4.1 Introduction

This Section sets out Zijin Mining's intentions, on the basis of the facts and information concerning Indophil which are known to Zijin Mining and the existing circumstances affecting the business of Indophil, in relation to:

- the continuation of the business of Indophil;
- any major changes to be made to the business of Indophil, including any redeployment of its fixed assets; and
- the future employment of the present employees of Indophil.

### 4.2 Pre-Offer review

Zijin Mining has reviewed information that has been publicly released by Indophil concerning its current activities and its plans for the future. Zijin Mining has also had access to certain other non-public information concerning Indophil and its businesses (see further Sections 3.1 and 3.8) and the opportunity to have limited discussions with Indophil in relation to its business. Zijin Mining may have access to further non-public information concerning Indophil and its businesses during the Offer Period. However, Zijin Mining does not currently possess all material information necessary to assess the operational, commercial, taxation and financial implications of different integration and operating possibilities. Consequently, final decisions on these matters have not been made.

Following the close of the Offer, Zijin Mining will conduct a full review of the operations, assets, structure and employees of Indophil in light of the further information concerning the operations, assets, structure and employees of Indophil that it expects will then be available to it. Final decisions will only be reached after that review and in light of all material facts and circumstances. Accordingly, statements set out in this Section are statements of current intention only, which may change as new information becomes available or circumstances change. The statements in this Section 4 should be read in this context.

### 4.3 Intentions for Indophil as a wholly owned controlled entity

The Bidder's intentions concerning the businesses, assets and employees of, and securities in, Indophil are the same as the intentions of Zijin Mining as set out in this Section 4.3.

This Section 4.3 describes Zijin Mining's intentions if Zijin Mining and its Associates acquire a relevant interest in 90% or more of the Shares, and Zijin Mining becomes entitled to proceed to compulsory acquisition of outstanding Shares in accordance with Part 6A.1 of the Corporations Act.

In that circumstance, Zijin Mining's current intentions are as follows.

#### (a) Corporate matters

Zijin Mining intends to:

- (i) proceed with compulsory acquisition of the outstanding Shares in accordance with the provisions of Part 6A.1 of the Corporations Act, including any Indophil Shares which are issued as a result of the exercise of Options after the end of the Offer Period and in the six weeks after Zijin Mining gives the compulsory acquisition notices);
- (ii) arrange for Indophil to be removed from the official list of the ASX; and

- (iii) reconstitute the Indophil Board with nominees of Zijin Mining. Those nominees have not yet been identified by Zijin Mining. A final decision on the selection of Zijin Mining's nominees will be made in light of the circumstances at the relevant time.

(b) General operational review

If Zijin Mining acquires all of the Indophil Shares, Zijin Mining intends to conduct a thorough and broad-based general review of Indophil's corporate structure, assets, businesses, personnel and operations. This review will apply quantitative and qualitative factors to measure performance and areas for improvement.

While Zijin Mining does not have any specific intentions in relation to this review or its outcomes, its current expectation is that the review will focus on identifying opportunities to realise costs savings and synergies in relation to:

- (i) minimising duplication in areas including corporate head office costs;
- (ii) the common activities undertaken by Zijin Mining and Indophil which might allow, or result in, some consolidation, redeployment, disposal, and more effective utilisation of Indophil's assets; and
- (iii) improving capital management through the implementation of common systems across the businesses of Indophil and Zijin Mining.

(c) Impact on employees

Zijin Mining views Indophil's workforce as an important asset of its business and believes that Indophil employees will benefit from:

- (i) the application of Zijin Mining's business and human resources systems; and
- (ii) the advantages that are expected to flow from Indophil having access to additional capital and being part of a larger enterprise.

If Zijin Mining acquires control of Indophil, Zijin Mining intends to offer certain Indophil executives senior management positions within the combined Zijin Mining and Indophil businesses. However, it is likely that the elimination of duplicated functions across the combined Zijin Mining and Indophil businesses will result in some positions becoming redundant. It would be Zijin Mining's intention to endeavour to identify suitable alternative roles for affected Indophil employees. However, this may not be feasible in all cases. In those circumstances, the relevant Indophil employees would receive redundancy payments and other benefits in accordance with their contractual and other legal entitlements and, where required, under consideration of the rights of the employee representatives. Zijin Mining is not in a position at this time to determine how many Indophil employees may be affected in this way, nor the full nature and timing of any such redundancies. Zijin Mining will not be in that position until it has conducted the detailed review referred to in Section 4.3(b).

#### 4.4 Intentions for Indophil as a part owned entity

As at the date of this Bidder's Statement, the Bidder's current intention is to maintain the 90% minimum acceptance condition of its Offer. However, the Bidder reserves its right to declare the Offer free from the 90% minimum acceptance condition (or any other condition) of the Offer.

This Section 4.4 describes the Bidder's intentions if it were to declare the Offer free from the 90% minimum acceptance condition in circumstances where the Bidder is not entitled to proceed to compulsory acquisition in accordance with Part 6A.1 of the Corporations Act.

The Bidder's intentions in that circumstance are the same as the intentions of Zijin Mining, as set out in this Section 4.4.

(a) Corporate matters

After the end of the Offer Period, Zijin Mining intends:

- (i) (subject to the Corporations Act and the constitution of Indophil) to seek to replace members of the Indophil Board with nominees of Zijin Mining to reflect Zijin Mining's ownership of Indophil. Replacement board members have not yet been determined by Zijin Mining and their identity will depend on the circumstances at the relevant time. In any event, the Implementation Agreement provides that at least one independent director would remain on the Indophil Board until such time as the Bidder is entitled to proceed to compulsory acquisition of Indophil securities under Part 6A.1 or Part 6A.2 (or both) of the Corporations Act; and
- (ii) to consider whether it is appropriate to maintain Indophil's listing on the ASX, having regard to considerations such as the costs associated with maintaining that listing, Zijin Mining's final level of ownership, the number of remaining shareholders in Indophil and the level of trading in Indophil Shares.

It is possible that, even if Zijin Mining is not entitled to proceed to compulsory acquisition of minority holdings after the end of the Offer Period under Part 6A.1 of the Corporations Act, it may subsequently become entitled to exercise rights of general compulsory acquisition under Part 6A.2 of the Corporations Act, for example, as a result of acquisitions of Shares in reliance on the '3% creep' exception in item 9 of section 611 of the Corporations Act. If so, it intends to exercise those rights.

(b) General operational review

After the end of the Offer Period, Zijin Mining intends to propose to the Indophil Board that an immediate, broad-based review of Indophil's operations be conducted on both a strategic and financial level, along similar lines to that described in Section 4.3.

Zijin Mining intends, subject to the approval of the Indophil Board, to participate in this review.

(c) Capital management

Zijin Mining, through its nominees on the Indophil Board, intends to review the capital management of Indophil. This review will consider Indophil's needs to retain sufficient funds to meet its ongoing activities and requirements for additional capital and whether the capital structure is efficient and maximises shareholder value. All of these matters may affect the level of future dividends of Indophil, if any.

(d) Limitations on giving effect to intentions

To the extent that Indophil is not a wholly-owned subsidiary of Zijin Mining and there are minority shareholders of Indophil, Zijin Mining intends that the directors of Indophil appointed by it will act at all times in accordance with their fiduciary duties and that all requisite shareholder approvals and other legal requirements are complied with in pursuing any of the intentions outlined above.

For example, the ability of Zijin Mining to implement the intentions set out in this Section 4.4 may be subject to the requirements of the Corporations Act and the ASX Listing Rules relating to transactions between related parties. Those and other applicable requirements may require the approval of minority shareholders to the implementation of any particular objective.

The requirement of Zijin Mining to have regard to those fiduciary duties in the context of Indophil as a partially owned subsidiary and the possible requirement of approval by minority Indophil Shareholders may prevent the achievement of any particular objective in this Section 4.4.

#### **4.5 Intentions generally**

Subject to the matters described above in this Section 4 and elsewhere in this Bidder's Statement and, in particular, the completion of the strategic review of Indophil operations, it is the intention of Zijin Mining, on the basis of the facts and information concerning Indophil that are known to it and the existing circumstances affecting the assets and operations of Indophil at the date of this Bidder's Statement, that:

- (a) the business of Indophil will be conducted in substantially the same manner as at the date of this Bidder's Statement;
- (b) there will be no major changes to the business of Indophil or the deployment of Indophil's assets; and
- (c) the employment of Indophil's present employees will be continued.

## 5. Sources of consideration

### 5.1 Total consideration

The consideration for the acquisition of the Shares to which the Offer relates will be satisfied by the payment of cash (in Australian dollars).

If acceptances are received for all Shares on issue as at 21 December 2009, the amount of cash that the Bidder would be required to pay under the Offer would be A\$536,355,759.

In addition:

- if holders of all Indophil Options on issue as at the date of this Bidder's Statement exercise those Indophil Options, Indophil satisfies all commitments to issue Indophil Shares in existence as at the date of this Bidder's Statement, and the persons to whom such Indophil Shares are issued accept the Offer in respect of the Indophil Shares issued to them, an additional amount of A\$6,848,000 will be payable by the Bidder under the Offer; and
- if Mr Laufmann's Performance Rights vest before the end of the Offer Period, Indophil satisfies all commitments to issue Indophil Shares in respect of those Performance Rights as at the date of this Bidder's Statement, and Mr Richard Laufmann accepts the Offer in respect of the Indophil Shares issued to him (being a maximum of 1,650,866, an additional amount of A\$2,113,108 would be payable by the Bidder under the Offer.

Therefore, the maximum cash amount which may be required to settle acceptances under the Offer is approximately A\$545,316,868 (**Maximum Offer Amount**).

### 5.2 Sources of cash consideration

The Bidder will be able to obtain the funds necessary to meet the Maximum Offer Amount through Zijin Mining's existing cash deposits which are available through internal funding facilities that already exist within the Zijin Group and existing bank loan facilities. Under the terms of such existing facilities, Zijin Mining will make available, or will procure that other members of the Zijin Group make available, to the Bidder the funds necessary to meet the Maximum Offer Amount and the Bidder's transaction costs. Zijin Mining is able to procure that other members of the Zijin Group make funds available to Zijin through Zijin Mining's ability to control those other members of the Zijin Group.

Zijin Mining has access to existing cash deposits which in total are more than the Maximum Offer Amount and all associated transaction costs.

### 5.3 Provision of consideration

On the basis of the arrangements described in this Section 5, the Bidder and Zijin Mining believe that they have reasonable grounds for holding the view, and hold the view, that the Bidder will be able to provide the consideration offered under the Offer and otherwise fund the Maximum Offer Amount.

## 6. Taxation considerations

### 6.1 Introduction

The following is a general description of the Australian income and capital gains tax (CGT) consequences for Indophil Shareholders on disposing of their Indophil Shares (through acceptance of the Offer) in return for cash consideration. The comments set out below are relevant only to those Indophil Shareholders who hold their Indophil Shares on capital account. These comments relate to Indophil Shares only, and not to Indophil Options or other rights held over Indophil Shares.

Certain Indophil Shareholders (such as those engaged in a business of trading or investment, those who acquired their Indophil Shares for the purpose of resale at a profit or those which are banks, insurance companies, tax exempt organisations, superannuation funds, persons who are temporary residents for Australian tax purposes or persons who acquire their Indophil Shares in respect of their employment with Indophil) will or may be subject to special or different tax consequences peculiar to their circumstances.

Indophil Shareholders who are not resident in Australia for tax purposes should also take into account the tax consequences, under the laws of their country of residence, as well as under Australian law, of the disposal of their Indophil Shares under the Offer.

The following description is based on taxation law and practice in effect as at the date of this Bidder's Statement. It is not intended to be an authoritative or complete statement or analysis of the taxation laws applicable to the particular circumstances of every Indophil Shareholder. Indophil Shareholders should seek independent professional advice regarding the taxation consequences of disposing of their Indophil Shares in the light of their own particular circumstances.

### 6.2 Australian resident Indophil Shareholders

Acceptance of the Offer will involve the disposal by Indophil Shareholders of their Indophil Shares, by way of transfer to Zijin. The disposal of Indophil Shares will constitute a 'CGT event' for CGT purposes.

Australian resident Indophil Shareholders may make a capital gain or capital loss on the disposal of their Indophil Shares under the Offer.

A capital gain will arise if the capital proceeds (i.e. the amount of cash received as consideration for Indophil Shares) exceed the cost base of the Indophil Shares. A capital loss will arise where the capital proceeds are less than the reduced cost base of the Indophil Shares.

The cost base of Indophil Shares is generally their cost of acquisition or deemed cost of acquisition. Certain other amounts associated with acquisition and disposal, such as brokerage or stamp duty, may be added to the cost base.

#### (a) Indexation

If an Indophil Share was acquired (or deemed to be acquired) *at or before* 11.45am on 21 September 1999, the cost base may be indexed for inflation, by reference to changes in the Consumer Price Index from the calendar quarter in which the Indophil Share was acquired (or deemed to be acquired) until the calendar quarter ended 30 September 1999.

Indexation adjustments are taken into account only for the purposes of calculating a capital gain, not a capital loss.

An Indophil Shareholder who is an individual, complying superannuation entity or a trust and has held their Indophil Shares for at least 12 months will have the option of applying

either the indexation method or the CGT discount (refer below) in calculating the capital gain from the disposal of the Indophil Shares, but cannot apply both.

Whether any given Indophil Shareholder should use the indexation method or not will depend on the particular circumstances of the Indophil Shareholder. Indophil Shareholders should consult their own tax advisers in this regard.

(b) CGT discount

An Indophil Shareholder who is an individual, complying superannuation entity or trustee of a trust, and who does not or cannot elect to adjust their cost base for indexation (as described above), may choose to claim a 'CGT Discount' if they acquired (or are deemed to have acquired) their Indophil Shares 12 months or more before the time they accept the Offer. This means that:

- (i) in the case of an individual and a trust, only one-half of their net capital gain on those shares (after deducting available capital losses) will be taxable; and
- (ii) in the case of a complying superannuation entity, only two-thirds of their net capital gain on those shares (after deducting available capital losses) will be taxable.

No CGT Discount is available for companies.

In relation to Indophil Shareholders that are trusts, where no beneficiaries are presently entitled to the net income of the trust, the trustee will be assessable on the net income of the trust, which will generally include the full amount of any capital gain in respect of the disposal of Indophil Shares.

Where beneficiaries are presently entitled and the net capital gain for the trust has been determined with the benefit of the 50% discount (refer above), on distribution by the trustee the net capital gain would be grossed up to 100% in the hands of beneficiaries. Beneficiaries that are individuals or complying superannuation funds should then be entitled to the 50% 'CGT Discount' for individuals and 33.33% CGT Discount for complying superannuation funds in respect of the disposal of the Indophil Shares by the trust. Beneficiaries that are companies are not entitled to the 'CGT Discount'.

Indophil Shareholders that are trusts should obtain specific tax advice as to whether they are entitled to obtain the benefit of the 50% CGT Discount and in relation to the tax consequences of distributions attributable to discounted capital gains.

(c) Net capital gain

Capital gains and capital losses of a taxpayer in a year of income are aggregated to determine whether there is a net capital gain. The net capital gain is determined after first applying any carried forward capital losses and then applying the CGT Discount (if available). The net capital gain is included in the taxpayer's assessable income and is subject to income tax.

(d) Capital losses

Where a taxpayer generates a capital loss, those capital losses may only be offset against capital gains realised in the same income year or carried forward to be offset against future capital gains.

### 6.3 Non-Australian resident Indophil Shareholders

(a) Disposal of Indophil Shares held on revenue account



Gains or losses realised by shareholders that hold their shares on revenue account may be assessable or deductible as ordinary income if the income has an Australian source, subject to the provisions of any relevant Double Tax Agreement between Australia and the country of residence of the shareholder.

(b) CGT on disposal of Indophil Shares

Generally, an Indophil shareholder who is not a resident for Australian tax purposes and who holds their Indophil Shares on capital account, will not be subject to CGT on the disposal of their Indophil Shares unless, broadly:

- (i) that shareholder, (either alone or together with its associates) owned or had an option or right to acquire 10 per cent or more of Indophil Shares, at the time of disposal or for any continuous 12 month period during the two years preceding the disposal; and
- (ii) more than 50 per cent of Indophil's assets (calculated by market value) are real property situated in Australia or a mining, quarrying or prospecting right if the minerals, petroleum or quarry materials are situated in Australia.
- (iii) A shareholder that satisfies these criteria may be affected by any Double Tax Agreement between Australia and the Indophil Shareholder's country of residence.

#### **6.4 Stamp duty and GST**

The Bidder will pay the stamp duty (if any) payable in Australia on the transfers of Indophil Shares under the Offer.

No GST will be payable by an Indophil Shareholder in respect of their sale of Indophil Shares to the Bidder pursuant to the Offer.

Indophil Shareholders may be charged GST on costs (such as brokerage and advisor fees) that relate to their participation in the Offer. Indophil shareholders may be entitled to input tax credits for such costs, but should seek independent advice in relation to their individual circumstances.

## 7. Additional information

### 7.1 Date for determining holders of Shares

For the purposes of section 633 of the Corporations Act, the date for determining the people to whom information is to be sent under items 6 and 12 of subsection 633(1) is the Register Date.

### 7.2 FIRB Approval

Zijin Mining is a foreign person for the purposes of the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**).

Accordingly the Offer and any contract formed on acceptance of the Offer are conditional on the approval of the Federal Treasurer or his delegate who may receive a recommendation from the Foreign Investment Review Board (**FIRB**).

Zijin Mining has given notification of the Offer to FIRB under the FATA and has provided FIRB with a detailed submission.

Zijin Mining believes that the Offer is consistent with the Government's foreign investment policy and expects FIRB approval to be received in due course.

### 7.3 ACCC

Section 50 of the *Trade Practices Act 1974* (Cth) prohibits any acquisition of shares that has, or is likely to have, the effect of substantially lessening competition in a substantial market in Australia. The ACCC is responsible for administering the TPA.

Neither Zijin Mining nor the Bidder is required to lodge any formal notification with the ACCC in relation to the Offer.

Zijin Mining believes that the Offer does not raise substantive competition concerns in Australia, and are not aware of any reason why the ACCC may seek to intervene in the acquisition contemplated by this Offer.

### 7.4 Implementation Agreement

The Implementation Agreement is between Zijin Mining and Indophil in relation to the Takeover Bid.

#### (a) Obligations of the parties regarding conditions

The Implementation Agreement requires Zijin Mining to use its reasonable endeavours to satisfy the conditions of the Offer dealing with the receipt of Chinese Regulatory Authorities Approvals and Foreign Investment Review Board Approval as soon as practicable after the Announcement Date. Indophil agrees not to do or omit to do anything which will, or is likely to, result in a breach of any of the Offer conditions.

Each party must keep the other promptly and reasonably informed of the steps it has taken and of its progress towards satisfaction of the conditions of the Zijin Offer and must promptly notify the other in writing if it becomes aware that any such condition has been satisfied. If any event occurs or becomes apparent which would cause any of the conditions to the Zijin Offer to be breached or prevent or unreasonably delay their satisfaction, Indophil or Zijin Mining must, to the extent such information is within the relevant party's actual knowledge, immediately notify the other party of the event.

#### (b) Exclusivity

Until either the Implementation Agreement is terminated or the end of the Offer Period, Indophil must not:

- (i) solicit any Competing Proposals or communicate any intention to do so;
- (ii) participate in any negotiations or discussions or provide any information to any person in respect of a potential Competing Proposal;
- (iii) enter into any agreement, arrangement or understanding in respect of a Competing Proposal; or
- (iv) disclose any information about the business or affairs of Indophil, except as required by law, in the ordinary course of business, where required under an existing contract or to market analysis or brokers.

The last three restrictions will not apply where the restrictions are considered likely to result in the Indophil Board breaching its fiduciary duties.

Indophil has agreed to cease any discussions or negotiations (prior to the Announcement Date) with third parties relating to any Competing Proposals or any transaction which may adversely affect the Zijin Offer.

Indophil must notify Zijin Mining of any approach, enquiry or proposal it receives regarding a potential Competing Proposal and any request for information which may relate to a Competing Proposal, except if this is considered likely to result in a breach of the Indophil Board's fiduciary duties.

Until the end of the Offer Period, Indophil must provide to Zijin Mining all information Indophil has provided to a third party for the purposes of facilitating a Competing Proposal.

Indophil's exclusivity obligations end if Zijin Mining fails to make its Takeover Bid, Zijin Mining withdraws its Takeover Bid, the Takeover Bid closes or where a Superior Proposal is publicly announced.

(c) Termination

Either party may immediately terminate the Implementation Agreement if:

- (i) the other party is in material breach of the Implementation Agreement and, the breach is not remedied within 10 Business Days;
- (ii) a court or Governmental Agency has issued an order, decree or ruling or taken other action which would permanently restrains or prohibit the Zijin Offer;
- (iii) the Offer Period expires; or
- (iv) Zijin Mining withdraws the Takeover Bid or the Takeover Bid lapses for any reason.

Zijin Mining may immediately terminate the Implementation Agreement if:

- (i) any Indophil Director withdraws, varies or qualifies his or her positive recommendation in relation to the Zijin Offer or recommends a Superior Proposal (except if an Indophil Director makes a statement that Shareholders should not take action, pending a determination as to whether a Superior Proposal should be recommended); or
- (ii) any of the events giving rise to the Alternate Break Fee occur.

If the Offer Period ends on or after 5.00pm on 30 April 2010, either Indophil or Zijin Mining may terminate the Implementation Agreement by written notice to the other party given not later than 12 days before 30 April 2010 (**Termination Date**) with the termination taking effect at 5.01pm on 30 April 2010 if and only if the Offer is subject to a

condition on the Termination Date. If the Offer is not subject to a condition on the Termination Date, the notice is of no force or effect.

(d) Break fees

Indophil must pay Zijin Mining a break fee of A\$5.45 million if at any time prior to the end of the Offer Period:

- (i) any Indophil Director recommends that Shareholders accept or support a Superior Proposal;
- (ii) any Indophil Director fails to recommend that Shareholders accept the Takeover Bid in the absence of a Superior Proposal;
- (iii) any Indophil Director, having made a recommendation that Shareholders accept the Zijin Offer in the absence of a Superior Proposal, make a public statement which withdraws, revises or qualifies that (except if an Indophil Director makes a statement that Shareholders should not take action, pending a determination as to whether a Superior Proposal should be recommended); or
- (iv) another bidder for Indophil acquires voting power of more than 50% in Indophil.

(e) Alternate Break Fee

Indophil must pay the Alternate Break Fee of A\$2 million to Zijin Mining if at any time prior to the end of the Offer Period Zijin Mining terminates the Implementation Agreement as a result of:

- (i) Indophil being in material breach of clause 5.5 (Conduct of Target during Offer Period), clause 8 (Superior Proposals) and clause 11 (Exclusivity) of the Implementation Agreement;
- (ii) Indophil being in breach of certain warranties it has given to Zijin Mining where that breach has a material adverse effect on Indophil, its subsidiaries or SMI, the price or value of Indophil's Shares, the Zijin Offer or the ability of the Bidder to proceed with that Offer; or
- (iii) a condition of the Offer is breached or not fulfilled and that breach or non fulfilment is materially contributed to by an action or inaction of Indophil and the Indophil Group.

## 7.5 Pre-Bid Acceptance Deed with Xstrata

On 29 November 2009, Zijin Mining entered into a Pre-Bid Acceptance Deed with Xstrata under which Xstrata has agreed, subject to the fulfilment of the criteria described below, to accept the Offer in respect of its entire 18.8% holding of Indophil Shares. A copy of the Pre-Bid Acceptance Deed was provided to Indophil and released to ASX on 1 December 2009 as an annexure to an ASIC Form 603 *'Notice of initial substantial holder'* filed by Zijin Mining.

The key operative provision of the Pre-Bid Acceptance Deed is that Zijin Mining is entitled to give Xstrata a notice during the last 5 business days of the Offer Period requiring Xstrata to accept the Offer in respect of its 18.8% Indophil shareholding if, at the time that notice is given:

- (a) the Bidder holds acceptances in respect of at least 30.2% of Indophil Shares (including acceptances received under any institutional acceptance facility);
- (b) the Offer is unconditional (other than the conditions dealing with no disposal of the Tampakan Project and no prescribed occurrences (refer conditions (j) and (k) in Appendix 2); and

- (c) Indophil's Directors continue to recommend the Zijin Offer.

## 7.6 Bidder's interest in Indophil Shares

- (a) Indophil's issued securities

Under the Implementation Agreement, Indophil has warranted that the total number of securities in each class of securities of Indophil is as follows:

Class of security	Number on issue	Relevant interest of Bidder in securities immediately before first Offer sent
Ordinary shares	393,127,937 (now 419,027,937 following the issue of 25.9 million new Shares to Alsons Corporation on 21 December 2009)	78,594,711 (18.8%) being the shares registered in the name of Xstrata. Zijin Mining's relevant interest in these Shares arises under the Pre-Bid Acceptance Deed
Options	5,350,000	nil
Performance rights	1,650,866	nil
Alsons Share Rights	25,900,000 (these rights have now been exercised in full following the issue of 25.9 million new Shares to Alsons Corporation on 21 December 2009)	nil

- (b) Voting power

As at the date of this Bidder's Statement, the Bidder's voting power in Indophil is 18.8%.

As at the Offer Date, the Bidder's voting power in Indophil is [\*] %.

- (c) Total number of Indophil Shares

If:

- (i) all Indophil Options on issue as at the Register Date that are exercisable during the Offer Period are converted into Indophil Shares; and
- (ii) all Performance Rights on issue as at the Register Date vest and convert into Shares during the Offer Period,

the total number of Indophil Shares that would be on issue is 426,028,803.

## 7.7 Bidder's dealings in Indophil Shares

- (a) Consideration in previous four months

During the four months before each of:

- (i) the date of this Bidder's Statement; and
- (ii) the Offer Date,

neither the Bidder nor its Associates provided or agreed to provide consideration for any Indophil Shares through on-market transactions.

- (b) No benefits given, offered or agreed

During the four months before each of:

- (i) the date of this Bidder's Statement; and
- (ii) the Offer Date,

neither the Bidder nor an Associate gave, offered to give or agreed to give a benefit to another person that was likely to induce the other person or an associate to:

- (i) accept an offer under the Takeover Bid; or
- (ii) dispose of securities in the bid class,

that was not offered to all holders of securities in the bid class.

## 7.8 No agreements with Indophil Directors

There is no agreement between the Bidder or its Associates and a Director or another officer of Indophil in connection with or conditional on the outcome of the Zijin Offer.

## 7.9 Effect of the Zijin Offer on Options

The Zijin Offer extends to new Shares that are issued during the Offer Period on the exercise of Options that are on issue as at the Register Date.

Under the Implementation Agreement, Indophil has warranted that the following Indophil Options are on issue:

Issue Date	Expiry Date	Exercise Price	Number issued	Number vested	Number unvested
21 April 2005	21 April 2010	\$0.30	1,500,000	1,500,000	0
27 May 2005	27 May 2010	\$0.55	1,000,000	1,000,000	0
16 February 2006	16 February 2011	\$0.80	275,000	275,000	0
28 April 2006	28 April 2011	\$0.80	500,000	500,000	0
14 February 2007	14 February 2012	\$0.80	500,000	333,333	166,667
1 May 2007	1 May 2012	\$0.80	500,000	333,333	166,667
1 May 2007	1 May 2012	\$0.85	500,000	333,333	166,667
1 May 2007	1 May 2012	\$0.95	575,000	383,334	191,666
<b>TOTAL</b>			<b>5,350,000</b>	<b>4,658,333</b>	<b>691,667</b>

The holders of the vested Indophil Options may:

- (a) exercise those Options in accordance with their terms (including paying the exercise price) at any time during the Offer Period, subject to those Options not expiring or lapsing; and
- (b) accept the Offer in respect of the new Shares issued to them on exercise.

## 7.10 Employee Share Plan

Indophil has an Employee Share Plan which is available to employees who are not directors. Section 6.3 of Indophil's Target's Statement explains how the Offer affects Shares held under this Plan.

## 7.11 Performance Rights

Richard Laufmann, the chief executive officer of Indophil, has been issued Performance Rights (which are rights to be issued Indophil Shares subject to certain conditions being met) with a maximum total value of \$1,350,000. The Performance Rights comprise 'time based' Performance Rights with a value of up to \$675,000 and 'share based' Performance Rights with a value of up to \$675,000.

The Offer extends to Indophil Shares that are issued during the Offer Period on the vesting of Performance Rights that are on issue as at the Register Date.

The Performance Rights would ordinarily vest and convert into Indophil Shares on 13 June 2010. However, the vesting and conversion of the Performance Rights into Indophil Shares may be accelerated by the Offer. Indophil's Target's Statement explains how the Offer affects the Performance Rights.

## 7.12 Acceleration of arrangements with Alsons Corporation

It is a condition of the Offer that before the end of the Offer Period Indophil procures the acceleration and completion of the acquisition of the Alson's SMI Shares (representing Alsons Corporation's 3.27% interest in the Tampakan Project), in consideration of the issue to Alsons Corporation of a maximum of 25.9 million new Indophil Shares.

On 1 December 2009, Indophil announced that it had procured the acceleration of its acquisition of the Alsons SMI Shares, by agreement with Alsons Corporation. On 21 December 2009, Indophil announced that it had issued 25.9 million new Shares to Alsons Corporation as consideration for Indophil's acquisition of all of the Alson's SMI Shares. The Offer extends to those new Shares. As part of Indophil's announcement of 21 December 2009, Indophil stated that *'it expects to be issued as the holder of the additional 3.27% of the shares in SMI over the coming weeks following standard Philippines regulatory procedures'*. Assuming Indophil completes the acquisition of all of the Alson's SMI Shares in accordance with the publicly announced terms summarised above, Indophil's operating interest in SMI will increase from 34.23% to 37.5%.

## 7.13 Due diligence on Indophil

Zijin Mining was invited by Indophil to carry out a 'due diligence' review of the business and affairs of Indophil and its subsidiaries in connection with the making of the Offers. During the course of the due diligence, representatives of Zijin Mining inspected records and management accounts of Indophil. As a result of this due diligence, Zijin Mining did not obtain any information which it believes is material to the making of a decision by an offeree whether to accept the Offer (except for information previously disclosed to Indophil shareholders or set out in this bidder's statement).

## 7.14 ASIC modifications and exemptions

ASIC has published various 'Class Order' instruments providing for modifications and exemptions that apply generally to all persons, including the Bidder, in relation to the operation of Chapter 6 of the Corporations Act.

Amongst others, the Bidder has relied on the modification to section 636(3) of the Corporations Act set out in paragraph 11 of ASIC Class Order 01/1543 'Takeover bids' to include references to certain statements by Indophil and the Indophil Directors in this bidder's Statement without obtaining the consent of those persons. The relevant statements were taken from the joint

announcement by Zijin Mining and Indophil released to ASX on 1 December 2009 entitled *'Indophil Board unanimously recommends \$1.28 per share cash takeover offer from Zijin Mining'* and Indophil's announcement of 21 December 2009 entitled *'Indophil and Alsons amend acceleration terms under MOA'*.

As required by Class Order 01/1543, the Bidder will make available a copy of these documents (or relevant extracts of these documents), free of charge, to Indophil Shareholders who request them during the Offer Period. To obtain a copy of these documents (or the relevant extracts), Indophil Shareholders may telephone the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia).

In addition, as permitted by ASIC Class Order 03/635, this Bidder's Statement may include or be accompanied by certain statements:

- (a) fairly representing a statement by an official person; or
- (b) from a public official document or a published book, journal or comparable publication.

## 7.15 Broker commission

The Bidder may offer to pay a commission to brokers who solicit acceptance of the Offer from their clients, but has made no final decision in relation to the matter at this stage.

Any commission payments will be paid only in respect of parcels of Indophil Shares held by retail shareholders who accept the Offer.

If such arrangements are put in place, commission payments will not exceed 0.75% of the value of the consideration payable for parcels of Indophil Shares held by retail shareholders who accept the Offer, and will be subject to minimum payments (not exceeding \$50) and maximum payments (not exceeding \$750) for each acceptance.

If a commission is offered, it will be payable to brokers only and subject to the condition that no part of the fee will be able to be passed on, or paid, to Indophil Shareholders.

If and when the Bidder decides to offer such a commission to any broker, it will make an announcement to ASX.

## 7.16 Institutional Acceptance Facility

- (a) General

The Bidder has established an acceptance facility open to professional investors (as defined in section 9 of the Corporations Act) who hold 500,000 or more Indophil Shares (**Eligible Shareholders**) in order to facilitate receipt of acceptances of the Offer (**Facility**). Indophil Shareholders who are not Eligible Shareholders may not participate in the Facility. The Facility has been established to facilitate:

- (i) receipt of acceptances of the Offer from Eligible Shareholders (as they may be unable to accept the Offer, for example by reason of their investment mandates, until the Offer is declared unconditional); and
- (ii) fulfilment of the requirement in the Pre-Bid Acceptance Deed that the Bidder holds acceptances in respect of at least 30.2% of Indophil Shares, noting that for the purpose of that deed this includes acceptances received under any institutional acceptance facility.



## (b) Operation of the Facility

The following is a summary of how the Facility will operate:

- (i) Eligible Shareholders may lodge acceptance instructions with an agent, Computershare Investor Services Pty Limited (**Facility Agent**), by way of Acceptance Forms and/or directions to custodians to accept the Offer (**Acceptance Instructions**). Acceptance Instructions lodged with the Facility Agent will demonstrate the intention of the relevant Eligible Shareholders to accept the Zijin Offer. However, Acceptance Instructions lodged with the Facility Agent will not constitute formal acceptances of the Zijin Offer while those instructions are held by the Facility Agent. The Facility Agent will hold the Acceptance Instructions solely as lodgement agent and will not acquire a relevant interest in any of the Indophil Shares the subject of the Acceptance Instructions.
- (ii) By lodging Acceptance Instructions with the Facility Agent, an Eligible Shareholder directs the Facility Agent to deliver:
  - (A) the Eligible Shareholder's Acceptance Form to Computershare Investor Services Pty Limited (in the case of Issuer Sponsored Holdings) in its separate capacity as share registrar of the Bidder or to the relevant Controlling Participant (in the case of CHESS Holdings); and/or
  - (B) directions to the custodians,
 at either of the following points in time:
  - (C) immediately after the Facility Agent receives a written notice from the Bidder stating that the Bidder has declared the Offer free from all conditions in Appendix 2 or free from all such conditions other than the conditions dealing with no disposal of the Tampakan Project and/or no prescribed occurrences (refer conditions (j) and (k) in Appendix 2) (**Confirmation Letter**); or
  - (D) no less than two Business Days (and no more than three Business Days) after the Facility Agent receives a Confirmation Letter from the Bidder stating that it will declare its Offer free from all conditions in Appendix 2 or free from all such conditions other than the conditions dealing with no disposal of the Tampakan Project and/or no prescribed occurrences (refer conditions (j) and (k) in Appendix 2), as soon as practicable after all Acceptance Instructions held by the Facility Agent have been validly processed or implemented.
- (iii) The Bidder will not provide the Confirmation Letter to the Facility Agent unless the sum of the number of Indophil Shares in which the Bidder or its Associates have a relevant interest at the relevant time, plus the number of Indophil Shares for which Acceptance Instructions have been received, as advised by the Facility Agent to the Bidder, equals or exceeds 90% (or such lesser percentage determined by the Bidder) of all Indophil Shares on issue at that time, or the Bidder undertakes that, as soon as practicable following delivery of the Acceptance Instructions to the Bidder, such aggregate will be 90% (or such lesser percentage determined by the Bidder) of all Indophil Shares on issue at that time.
- (iv) Institutional Investors are able to withdraw their Acceptance Instructions at any time prior to the Facility Agent receiving from the Bidder the Confirmation Letter referred to in sub-paragraph (b)(ii) above. Until the Facility Agent receives the Confirmation Letter from the Bidder, Eligible Shareholders will retain all rights in relation to their Indophil Shares and will be able to withdraw their Acceptance

Instructions by notice in writing to the Facility Agent at any time prior to the Facility Agent effecting delivery of the Acceptance Instructions as provided in sub-paragraph (b)(ii) above.

- (v) The Facility Agent must return to an Eligible Shareholder its Acceptance Form and/or directions to its custodian to accept the Offer promptly on receipt of written notification from that Eligible Shareholder that it withdraws its Acceptance Instructions, provided such notice is received prior to the Facility Agent effecting delivery of the Acceptance Instructions as provided in sub-paragraph (b)(ii) above. The Facility Agent must return to all Eligible Shareholders their Acceptance Forms and/or directions to their custodian to accept the Offer promptly on receipt of written notification from the Bidder terminating its arrangements with the Facility Agent in respect of the Facility.

The full terms of the Facility may be reviewed by emailing Computershare Investor Services Pty Limited, in its capacity as Facility Agent, at the following email address:

[IAF@computershare.com.au](mailto:IAF@computershare.com.au)

Alternatively, Eligible Shareholders may call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia).

- (c) The Bidder's obligations in respect of the Facility

Before 8.30am on each Business Day, the Facility Agent will inform the Bidder of the details of Indophil Shares in respect of which Acceptance Instructions have been received. Following receipt of this information from the Facility Agent, the Bidder will disclose this information to ASX by 9.30am on the Business Day following any movement of at least 1% in the aggregate of the number of Indophil Shares subject to the Facility and the number of Bidder Shares in which Indophil has a relevant interest, together with a breakdown of the aggregate amount between those two categories.

## **7.17 Potential for waiver of conditions**

The Offer is subject to a number of conditions set out in Appendix 2, including a 90% minimum acceptance condition (see Appendix 2, condition (a)). Under the terms of the Offer and the Corporations Act, any, some or all of those conditions may be waived by the Bidder.

If an event occurs which results in the non-fulfilment of a condition in Appendix 2, the Bidder might not make a decision as to whether it will either rely on that non-fulfilment, or waive the condition, until the date for giving notice as to the status of the conditions of the Offer under section 630(3) of the Corporations Act: see section 1.10 of Appendix 1. If the Bidder decides that it will waive a condition, it will announce that decision to ASX in accordance with section 650F of the Corporations Act.

If there is a non-fulfilment of any of the conditions set out in Appendix 2, or those conditions are otherwise not satisfied, and the Bidder decides to rely on that occurrence, then any contract resulting from acceptance of the Offer will become void at the end of the Offer Period, and the relevant Indophil Shares will be returned to the holder.

## **7.18 Consents**

Charltons Solicitors has given before the date of this Bidder's Statement, and has not withdrawn, its consent to being named in this Bidder's Statement as Hong Kong legal adviser to Zijin Mining. Charltons Solicitors takes no responsibility for any part of this Bidder's Statement other than any reference to its name.

Minter Ellison has given before the date of this Bidder's Statement, and has not withdrawn, its consent to being named in this Bidder's Statement as Australian legal adviser to Zijin Mining. Minter Ellison takes no responsibility for any part of this Bidder's Statement other than any reference to its name.

BMO Capital Markets has given before the date of this Bidder's Statement, and has not withdrawn, its consent to being named in this Bidder's Statement as financial adviser to Zijin Mining. BMO Capital Markets takes no responsibility for any part of this Bidder's Statement other than any reference to its name.

Computershare Investor Services Pty Limited has given before the date of this Bidder's Statement, and has not withdrawn, its consent to being named in this Bidder's Statement as the Bidder's share registry for the Offer and as Facility Agent (as that term is defined in 7.16). Computershare Investor Services Pty Limited takes no responsibility for any part of this Bidder's Statement other than any reference to its name.

Indophil has given before the date of this Bidder's Statement, and has not withdrawn its consent to the inclusion of the statement in reason 6 'Why you Should Accept the Zijin Offer' that as at 21 December 2009, it is not aware of any party intending to make an offer for Indophil Shares which is higher than the Zijin Offer.

## **7.19 Other material information**

Except as disclosed elsewhere in this Bidder's Statement, there is no other information that is:

- (a) material to the making of a decision by a Indophil Shareholder whether or not to accept the Zijin Offer; and
  - (b) known to the Bidder,
- which has not previously been disclosed to Indophil Shareholders.

## 8. Definitions and interpretation

### 8.1 Definitions

In this Bidder's Statement, the Acceptance Form and in Appendices 1 and 2, unless the context otherwise requires, the following terms have the meanings shown below.

Defined Term	Meaning
<b>Acceptance Form</b>	the acceptance form enclosed with this Bidder's Statement
<b>ACCC</b>	the Australian Competition and Consumer Commission
<b>Alsons or Alsons Corporation</b>	Alsons Corporation, a company organised and existing under the laws of the Republic of the Philippines
<b>Alsons MOA</b>	the agreement entitled "Memorandum of Agreement" between Alsons, Indophil and Indophil Sagittarius Holdings Pty Ltd (ACN 116 808 925) (Indophil Sagittarius) dated 30 March 2007 as amended by: <ul style="list-style-type: none"> <li>(a) the agreement entitled "Amended Memorandum of Agreement" between Alsons, Indophil and Indophil Sagittarius dated 1 October 2007;</li> <li>(b) the deed entitled "Deed of Amendment to MOA" between Alsons and Indophil dated 26 October 2009; and</li> <li>(c) Deed of Amendment and Acceleration between Alsons and Indophil dated 29 November 2009</li> </ul>
<b>Alsons Share Right</b>	a right held by Alsons to be issued an Indophil Share on the satisfaction of certain conditions under the Alsons MOA
<b>Alsons SMI Shares</b>	2,126,764 fully paid common A class shares in SMI held by Alsons
<b>Announcement Date</b>	the date of the joint announcement of the Offer by the Bidder and Indophil, being 1 December 2009
<b>Appendix</b>	an Appendix to this Bidder's Statement
<b>ASIC</b>	the Australian Securities and Investments Commission
<b>Associate</b>	has the meaning given to that term in Division 2 of Part 1.2 of the Corporations Act as if section 12(1) of that Act included a reference to this document and Indophil was the designated body
<b>ASTC</b>	ASX Settlement and Transfer Corporation Pty Ltd ABN 49 008 504 532
<b>ASTC Settlement Rules</b>	the operating rules of the ASTC which govern the administration of the Clearing House Electronic Sub-register System
<b>ASX</b>	ASX Limited (ABN 98 008 624 691) trading as the Australian Securities Exchange or the financial market conducted by it, as the context requires
<b>Bidder's Statement</b>	this document, being the statement of Golden Resource Mining (BVI) Limited under Part 6.5 Division 2 of the Corporations Act relating to the Offer
<b>Broker</b>	a person who is a share broker and a participant in CHESS

Defined Term	Meaning
<b>Business Day</b>	a day on which banks are open for business in Melbourne, excluding a Saturday, Sunday or public holiday
<b>CGT</b>	capital gains tax
<b>CHESS</b>	the Clearing House Electronic Sub-register System, which provides for electronic transfer of securities in Australia
<b>CHESS Holding</b>	a holding of Shares on the CHESS sub-register of Indophil (usually a CHESS Holding will be through a Controlling Participant)
<b>Chinese Regulatory Authorities</b>	any government or governmental, semi-governmental, administrative or monetary authority in the PRC, including the National Development and Reform Commission, the Ministry of Commerce and the State Administration of Foreign Exchange
<b>condition</b>	each defeating condition to which the Offer is subject, as set out in Appendix 2
<b>Competing Proposal</b>	<p>a bona fide proposal or offer by any person with respect to any transaction (by purchase, scheme of arrangement, takeover bid or otherwise) that may result in any person (or group of persons) other than the Bidder or its Related Entities, directly or indirectly:</p> <ul style="list-style-type: none"> <li>(a) acquiring voting power of more than 50% in Indophil or any subsidiary of Indophil;</li> <li>(b) acquiring an interest in all or a substantial part of the assets of or business of Indophil or any related body corporate of Indophil (including any of their respective direct or indirect interests in SMI or the Tampakan Project); or</li> <li>(c) otherwise acquiring control of Indophil (within the meaning of section 50AA of the Corporations Act or otherwise); or</li> <li>(d) merging or amalgamating with, Indophil or any subsidiary of Indophil</li> </ul>
<b>Controlling Participant</b>	in relation to Your Shares has the same meaning as in the ASTC Settlement Rules
<b>Corporations Act</b>	the <i>Corporations Act 2001</i> (Cth)
<b>Exclusivity Period</b>	<p>the period commencing on the date of the Implementation Agreement and ending on the earlier of:</p> <ul style="list-style-type: none"> <li>(a) the end of the Offer Period; and</li> <li>(b) the termination of the Implementation Agreement</li> </ul>
<b>Feasibility Study</b>	the final mining project feasibility study required by the Philippines Mines Geosciences Bureau to complete the Declaration of Mining Feasibility, such that its approval would phase in the Development, Utilization and Exploration stage of the Tampakan Project
<b>FTAA</b>	the Financial and Technical Assistance Agreement dated 22 March 1995 between WMC (Philippines), Inc. and the Government of the Republic of the Philippines in relation to the Tampakan copper gold deposit on the Southern Island of Mindanao, Philippines which was assigned to Sagittarius Mines Inc. (and amended as part of that

Defined Term	Meaning
	assignment) pursuant to an order dated 18 December 2001 issued by the Secretary of the Department of Environment and Natural Resources, Republic of the Philippines and a document titled 'Commitments and Undertakings' by Sagittarius Mines Inc. dated 8 November 2001
<b>Golden Resource Mining (BVI) Limited or Bidder</b>	Golden Resources Mining (BVI) Limited ARBN 141 177 737, a wholly owned subsidiary of Zijin Mining
<b>Government Agency</b>	any government or any governmental, semi-governmental, administrative, monetary, fiscal or judicial body, department, commission, authority, tribunal, agency or entity in any part of the world, including any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, including ASIC and ASX or any other stock exchange or financial
<b>GST</b>	has the meaning given to that term in <i>A New Tax System (Goods and Services Tax) Act 1999</i> (Cth)
<b>Implementation Agreement</b>	the takeover bid implementation agreement between Zijin Mining and Indophil dated 29 November 2009 (summarised in Section 7.4)
<b>Indophil</b>	Indophil Resources NL (ACN 076 318 173), having its registered office at Level 3, 411 Collins Street, Melbourne Victoria 3000
<b>Indophil Board or Board</b>	the board of directors of Indophil
<b>Indophil Director or Director</b>	a director of Indophil
<b>Indophil Group</b>	Indophil and its subsidiaries
<b>Indophil Share or Share</b>	<p>a fully paid ordinary share in the capital of Indophil including any such share issued during the Offer Period pursuant to:</p> <ul style="list-style-type: none"> <li>(a) the exercise of an Indophil Option that exists on the Register Date;</li> <li>(b) the vesting of a Performance Right that exists on the Register Date; or</li> <li>(c) the exercise of an Alsons Share Right</li> </ul>
<b>Indophil Shareholder</b>	a person registered as a holder of Indophil Shares during the Offer Period
<b>IRP</b>	Indophil Resources Phils Inc, a corporation organised and existing under the laws of the Republic of the Philippines with its principal office at 3rd Floor L&F Building, 107 Aguirre Street Legaspi Village Makati
<b>Issuer Sponsored Holdings</b>	a holding of Shares on Indophil's issuer sponsored sub-register
<b>Listing Rules</b>	the Official Listing Rules of the ASX, as amended and waived by ASX from time to time

Defined Term	Meaning
<b>Maximum Offer Amount</b>	A\$545,316,868, being the maximum cash amount required to settle acceptances under the Offer, as described in Section 5.1
<b>Natural Event</b>	any natural event including fire, storm, hurricane, flood, earthquake or volcanic eruption
<b>Offer or Zijin Offer</b>	the offer by the Bidder for Your Shares under the terms and conditions contained in Appendices 1 and 2
<b>Offer Date</b>	[*], being the date on which the first of the Offers was sent to each holder of Indophil Shares registered in the Indophil Share register at the Register Date
<b>Offer Period</b>	the period during which the Offer will remain open for acceptance in accordance with Clause 1.2 of Appendix 1 to this Bidder's Statement
<b>Offer Price</b>	A\$1.28 cash per Share
<b>Option or Indophil Option</b>	an option issued by Indophil to acquire by way of issue one Share, the key particulars of which are set out in Section 7.9
<b>Participant</b>	an entity admitted to participate in the Clearing House Electronic Sub-register system under Rule 4.3.1 and 4.4.1 of the ASTC Settlement Rules
<b>Performance Right</b>	a right to be issued or transferred a Share granted by Indophil to Richard Laufmann subject to the achievement of certain performance thresholds (described in Section 7.11), in accordance with the contract of employment between Richard Laufmann and Indophil dated 28 May 2007
<b>PHp</b>	Philippine Peso, the lawful currency of the Philippines
<b>Philippine Law</b>	any legislation, including but not limited to, executive order administrative order, ordinance of the Philippines, or any of its local government units
<b>PRC or China</b>	People's Republic of China
<b>Register Date</b>	the date set by the Bidder under subsection 633(2) of the Corporations Act, being 7.00pm (Melbourne time) on [*]
<b>Regulatory Approval</b>	<p>(a) any approval, consent, authorisation, registration, filing, lodgement, permit, franchise, agreement, notarisation, certificate, permission, licence, direction, declaration, authority, waiver, modification or exemption from, by or with a Government Agency; or</p> <p>(b) in relation to anything that would be fully or partly prohibited or restricted by law if a Government Agency intervened or acted in any way after lodgement, filing, registration or notification:</p> <p>(i) the expiry of any applicable period without intervention or action; or</p> <p>(ii) the receipt of a statement in writing from the Government Agency that it does not intend to intervene or take action</p>

Defined Term	Meaning
<b>Related Entity</b>	in relation to a party, any body corporate which is related to that party within the meaning of section 50 of the Corporations Act
<b>Relevant Duties</b>	the fiduciary and statutory duties owed by the Indophil Directors to Indophil and its members including the policy set out in section 602(a) of the Corporations Act and the Takeovers Panel's <i>Guidance Note 7 – Lock-up Devices</i>
<b>Rights</b>	all accretions, rights or benefits of whatever kind attaching to or arising from Shares directly or indirectly at or after the Announcement Date (including, but not limited to, all dividends, and all rights to receive them or rights to receive or subscribe for shares, notes, bonds, options or other securities declared, paid or issued by Indophil or any of its subsidiaries)
<b>RMB</b>	the Reminbi, the lawful currency of the PRC
<b>Section</b>	a section of this Bidder's Statement or, as the context requires, a section of Appendix 1
<b>SMI</b>	Sagittarius Mines Inc, a company incorporated in the Philippines, being the joint venture company through which Indophil, Xstrata and Alsons Corporation own their respective interests in the Tampakan Project
<b>Superior Proposal</b>	<p>a bona fide Competing Proposal the Indophil Board has determined, in good faith after consultation with their external legal and financial advisers, is:</p> <ul style="list-style-type: none"> <li>(a) reasonably capable of being valued and completed, taking into account all aspects of the Competing Proposal (including accounting, legal, financial, regulatory aspects thereof) and the person making it; and</li> <li>(b) if consummated in accordance with its terms, more favourable to Indophil Shareholders (as a whole) than the Offer, taking into account all the terms and conditions of the Competing Proposal</li> </ul>
<b>Takeover Bid</b>	the off-market takeover bid constituted by the despatch of the Offers in accordance with the Corporations Act
<b>Takeovers Panel</b>	the Takeovers Panel continued in existence under section 261 of the <i>Australian Securities and Investments Commission Act 2001</i> (Cth)
<b>Tampakan Project</b>	the exploration, development and commercial exploitation of SMI's FTAA dated 22 March 1995 relating to the Tampakan copper gold deposit on the Southern Island of Mindanao in the Republic of the Philippines
<b>Target's Statement</b>	the statement of Indophil to be issued under Division 3 of Part 6.5 of the Corporations Act in response to the Offer
<b>Target Warranties</b>	those warranties provided by Indophil in clause 10.2 of the Implementation Agreement
<b>TPA</b>	the <i>Trade Practices Act 1974</i> (Cth)
<b>Xstrata</b>	Xstrata Queensland Limited ACN 009 814 019



Defined Term	Meaning
<b>Your Shares or your Indophil Shares</b>	subject to Section 1.1(e) and Section 1.1(f) of Appendix 1 to this Bidder's Statement, the Shares: <ul style="list-style-type: none"> <li>(a) in respect of which you are registered, or entitled to be registered, as holder in the register of shareholders of Indophil at 7.00pm (Melbourne time) on the Register Date; or</li> <li>(b) to which you are able to give good title at the time you accept this Offer during the Offer Period</li> </ul>
<b>Zijin Group</b>	Zijin Mining and its related bodies corporate
<b>Zijin Mining</b>	Zijin Mining Group Co., Ltd, the ultimate holding company of the Bidder, of No. 1# Zijin Avenue, Shanghang County, Fujian. Where the context requires or permits, references to Zijin Mining include references to the Bidder in relation to actions that the Bidder takes or may take during the Offer Period

## 8.2 Interpretation

In this Bidder's Statement, the Acceptance Form and in Appendices 1 and 2, unless the context otherwise requires:

- (a) words and phrases, if not defined above, have the same meaning (if any) given to them in the Corporations Act;
- (b) words importing a gender include any gender;
- (c) words importing the singular include the plural and vice versa;
- (d) an expression importing a natural person includes any company, partnership, joint venture, association, corporation or other body corporate and vice versa;
- (e) a reference to a clause, annexure and schedule is a reference to a clause of and an annexure and schedule to this Bidder's Statement as relevant;
- (f) a reference to any statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances, or by-laws amending, varying, consolidating or replacing it and a reference to a statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
- (g) headings and boldings are for convenience only and do not affect the interpretation of this Bidder's Statement;
- (h) a reference to time is a reference to time in Melbourne, Australia;
- (i) a reference to writing includes facsimile transmissions; and
- (j) a reference to dollars, \$, A\$, cents, and currency is a reference to the lawful currency of the Commonwealth of Australia.

## 9. Approval of Bidder's Statement

This Bidder's Statement has been approved by a resolution of the directors of Golden Resource Mining (BVI) Limited dated 18 December 2009.

**Dated:** 23 December 2009

**Signed**

A handwritten signature in black ink, appearing to be 'Zhang Qiaochun'.

Zhang Qiaochun

Director

for and on behalf of Golden Resource Mining (BVI) Limited

# Appendix 1 – Terms of the Offer

---

## 1.1 The Offer

- (a) The Bidder offers to acquire all of Your Shares on and subject to the terms and conditions set out in this Appendix 1.
- (b) The consideration under the Offer is A\$1.28 cash per Indophil Share.
- (c) By accepting the Offer, you undertake to transfer to the Bidder not only the Shares to which the Offer relates, but also all Rights attached to those Shares (see Sections 1.5(c)(v) and Section 1.6(c)).
- (d) This Offer is being made to each person registered as the holder of Shares in the register of Indophil Shareholders at 7:00pm (Melbourne time) on the Register Date. It also extends to:
  - (i) holders of securities that come to be Indophil Shareholders during the period from the Register Date to the end of the Offer Period due to the conversion of, or exercise of rights conferred by, such securities and which are on issue as at the Register Date; and
  - (ii) any person who becomes registered, or entitled to be registered, as the holder of Your Shares during the Offer Period.
- (e) If, at the time the Offer is made to you, or at any time during the Offer Period, another person is, or is entitled to be, registered as the holder of some or all of Your Shares then:
  - (i) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to that other person in respect of those Shares;
  - (ii) a corresponding offer on the same terms and conditions as this Offer will be deemed to have been made to you in respect of any other Shares you hold to which the Offer relates; and
  - (iii) this Offer will be deemed to have been withdrawn immediately at that time.
- (f) If, at any time during the Offer Period, you are registered or entitled to be registered as the holder of one or more parcels of Shares as trustee or nominee for, or otherwise on account of, another person, you may accept as if a separate Offer on the same terms and conditions as this Offer had been made in relation to each of those parcels and any parcel you hold in your own right. To validly accept the offer for each parcel, you must comply with the procedure in subsection 653B(3) of the Corporations Act.
- (g) If, for the purposes of complying with that procedure, you require additional copies of this Bidder's Statement and/or the Acceptance Form, please call the Zijin Offer Information Line on 1300 155 403 (local call cost for callers within Australia) or +61 3 9415 4811 (for callers outside Australia).
- (h) If Your Shares are registered in the name of a Broker, investment dealer, bank, trust company or other nominee, you should contact that party for assistance in accepting the Offer.
- (i) The Offer is dated [\*] 2010.

## 1.2 Offer Period

- (a) Unless withdrawn, the Offer will remain open for acceptance during the period commencing on the date of this Offer and ending at 7:00pm (Melbourne time) on the later of:

- (i) [\*]; and
  - (ii) any date to which the Offer Period is extended.
- (b) The Bidder reserves the right, exercisable in its sole discretion, to extend the Offer Period in accordance with the Corporations Act.
- (c) If, within the last seven days of the Offer Period, either of the following events occur:
- (i) the Offer is varied to improve the consideration offered; or
  - (ii) the Bidder's voting power in Indophil increases to more than 50%,
- the Offer Period will be automatically extended so that it ends 14 days after the relevant event in accordance with section 624(2) of the Corporations Act.

### 1.3 How to accept this Offer

- (a) General
  - (i) Subject to Section 1.1(e) and Section 1.1(f), you may accept this Offer only for all of Your Shares.
  - (ii) You may accept this Offer at any time during the Offer Period.
- (b) Issuer sponsored holdings
 

To accept this Offer for Shares held in your name on Indophil's issuer sponsored sub register (in which case your Securityholder Reference Number will commence with an 'I'), you must:

  - (i) complete and sign the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form; and
  - (ii) ensure that the Acceptance Form (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period, at one of the addresses shown on the Acceptance Form.
- (c) CHESS Holdings
  - (i) If Your Shares are held in a CHESS Holding (in which case your Holder Identification Number will commence with an 'X'), and you are not a Participant, to accept this Offer, you should instruct your Broker or Controlling Participant (for Indophil Shareholders who are not institutions, this is normally the Broker either through whom you bought Your Shares or through whom you ordinarily acquire shares on the ASX) to initiate acceptance of this Offer on your behalf in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period.
  - (ii) If Your Shares are held in a CHESS Holding (in which case your Holder Identification Number will commence with an 'X') and you are a Participant, you should initiate acceptance of this Offer in accordance with rule 14.14 of the ASTC Settlement Rules before the end of the Offer Period.
  - (iii) Alternatively, to accept this Offer for Your Shares held in a CHESS Holding (in which case your Holder Identification Number will commence with 'X'), you may sign and complete the Acceptance Form in accordance with the terms of this Offer and the instructions on the Acceptance Form and ensure that it (including any documents required by the terms of this Offer and the instructions on the Acceptance Form) is received before the end of the Offer Period, at one of the addresses shown on the Acceptance Form.

- (iv) If Your Shares are held in a CHESS Holding (in which case your Holder Identification Number will commence with an 'X') you must comply with any other applicable ASTC Settlement Rules.

#### **1.4 Validity of acceptances**

- (a) Subject to this Section 1.4, your acceptance of the Offer will not be valid unless it is made in accordance with the procedures set out in Section 1.3.
- (b) The Bidder will determine, in its sole discretion, all questions as to the form of documents, eligibility to accept the Offer and time of receipt of an acceptance of the Offer. The Bidder is not required to communicate with you prior to making this determination. The determination of the Bidder will be final and binding on all parties.
- (c) Despite Sections 1.3(b) and 1.3(c), the Bidder may, in its sole discretion, at any time and without further communication to you, deem any Acceptance Form it receives to be a valid acceptance in respect of Your Shares, even if a requirement for acceptance has not been complied with. However, the payment of the consideration in accordance with the Offer may be delayed until any irregularity has been resolved or waived and any other documents required to procure registration have been received by the Bidder.
- (d) Where you have satisfied the requirements for acceptance in respect of only some of Your Shares, the Bidder may, in its sole discretion, regard the Offer to be accepted in respect of those of Your Shares but not the remainder.
- (e) The Bidder will provide the consideration to you in accordance with Section 1.6 in respect of any part of an acceptance determined by the Bidder to be valid.
- (f) If any Shares delivered by you are not exchanged for cash for any reason under the terms and conditions of this Offer, they will be returned to you (at your risk) as promptly as practicable following the expiration or withdrawal of this Offer. In such case, the Bidder will return, at your risk, your Acceptance Form together with any other documents forwarded by you, to your address as shown on the Acceptance Form or such other address as you may notify the Bidder in writing.

#### **1.5 The effect of acceptance**

- (a) Once you have accepted this Offer, you will be unable to revoke your acceptance, the contract resulting from your acceptance will be binding on you and you will be unable to withdraw Your Shares from the Offer or otherwise dispose of Your Shares, except as follows:
  - (i) if, by the relevant times specified in Section 1.5(b), the conditions in Appendix 2 have not all been fulfilled or freed, this Offer will automatically terminate and Your Shares will be returned to you; or
  - (ii) if the Offer Period is extended for more than one month and, at the time, this Offer is subject to one or more of the conditions in Appendix 2, you may be able to withdraw your acceptance and Your Shares in accordance with section 650E of the Corporations Act. A notice will be sent to you at the time explaining your rights in this regard.
- (b) The relevant times for the purposes of Section 1.5(a)(i) are:
  - (i) in relation to condition (k) in Appendix 2 the end of the third Business Day after the end of the Offer Period; and
  - (ii) in relation to all other conditions in Appendix 2, the end of the Offer Period.
- (c) By signing and returning the Acceptance Form, or otherwise accepting this Offer under Section 1.3, you will be deemed to have:

- (i) accepted this Offer (and any variation of it) in respect of, and, subject to all of the conditions to this Offer in Appendix 2 being fulfilled or freed, agreed to transfer to the Bidder, Your Shares (even if the number of Shares specified on the Acceptance Form differs from the number of Your Shares), subject to Section 1.1(e) and Section 1.1(f);
- (ii) represented and warranted to the Bidder, as a fundamental condition going to the essence of the contract resulting from your acceptance, that at the time of acceptance, and the time the transfer of Your Shares (including any Rights) to the Bidder is registered, that all Your Shares are and will be free from all mortgages, charges, liens, encumbrances and adverse interests of any nature (whether legal or otherwise) and free from restrictions on transfer of any nature (whether legal or otherwise), that you have full power and capacity to accept this Offer and to sell and transfer the legal and beneficial ownership in Your Shares (including any Rights) to the Bidder, and that you have paid to Indophil all amounts which at the time of acceptance have fallen due for payment to Indophil in respect of Your Shares;
- (iii) irrevocably authorised the Bidder (and any director, secretary, agent or nominee of the Bidder) to alter the Acceptance Form on your behalf by inserting correct details of Your Shares, filling in any blanks remaining on the form and rectifying any errors or omissions as may be considered necessary by the Bidder to make it an effective acceptance of this Offer or to enable registration of Your Shares in the name of the Bidder;
- (iv) if you signed the Acceptance Form in respect of Shares which are held in a CHESS Holding, irrevocably authorised the Bidder (or any director, secretary, agent or nominee of the Bidder) to:
  - (A) instruct your Controlling Participant to initiate acceptance of this Offer in respect of Your Shares in accordance with Rule 14.14 of the ASTC Settlement Rules; and
  - (B) give any other instructions in relation to Your Shares to your Controlling Participant, as determined by the Bidder acting in its own interests as a beneficial owner and intended registered holder of those Shares;
- (v) irrevocably authorised and directed Indophil to pay to the Bidder, or to account to the Bidder for, all Rights in respect of Your Shares, subject, if this Offer is withdrawn, to the Bidder accounting to you for any such Rights received by the Bidder;
- (vi) irrevocably authorised the Bidder to notify Indophil on your behalf that your place of address for the purpose of serving notices on you in respect of Your Shares is the address specified by the Bidder in the notification;
- (vii) with effect from the date on which all the conditions to this Offer in Appendix 2 have been fulfilled or freed:
  - (A) irrevocably appointed the Bidder (and any director, secretary or nominee of the Bidder) severally from time to time as your true and lawful attorney to exercise all your powers and rights in relation to Your Shares, including (without limitation) powers and rights to requisition, convene, attend and vote in person, by proxy or by body corporate representative, at all general meetings of Indophil and to request Indophil to register, in the name of the Bidder or its nominee, Your Shares, as appropriate, with full power of

substitution (such power of attorney, being coupled with an interest, being irrevocable); and

- (B) agreed not to attend or vote in person, by proxy or by body corporate representative at any general meeting of Indophil or to exercise or purport to exercise any of the powers and rights conferred on the Bidder (and its directors, secretaries and nominees) in Section 1.5(c)(vii)(A);
- (viii) agreed that in exercising the powers and rights conferred by the powers of attorney granted under Section 1.5(c)(vii)(A), the attorney will be entitled to act in the interests of the Bidder as the beneficial owner and intended registered holder of Your Shares;
- (ix) agreed to do all such acts, matters and things that the Bidder may require to give effect to the matters the subject of this Section 1.5(c) (including the execution of a written form of proxy to the same effect as this Section 1.5(c) which complies in all respects with the requirements of the constitution of Indophil if requested by the Bidder);
- (x) agreed to indemnify the Bidder in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Securityholder Reference Number or in consequence of the transfer of Your Shares to the Bidder being registered by Indophil without production of your Holder Identification Number or your Securityholder Reference Number for Your Shares;
- (xi) represented and warranted to the Bidder that, unless you have notified it in accordance with Section 1.1(f), Your Shares do not consist of separate parcels of Shares;
- (xii) irrevocably authorised the Bidder (and any nominee) to transmit a message in accordance with Rule 14.17 of the ASTC Settlement Rules to transfer Your Shares to the Bidder's takeover transferee holding, regardless of whether it has paid the consideration due to you under this Offer; and
- (xiii) agreed, subject to the conditions of this Offer in Appendix 2 being fulfilled or freed, to execute all such documents, transfers and assurances, and do all such acts, matters and things that the Bidder may consider necessary or desirable to convey Your Shares registered in your name and Rights to the Bidder.
- (d) The undertakings and authorities referred to in Section 1.5(b) will remain in force after you receive the consideration for Your Shares and after the Bidder becomes registered as the holder of Your Shares.

## **1.6 Provision of consideration**

- (a) Subject to Section 1.4(b), this Section 1.6, and the Corporations Act, the Bidder will provide the consideration due to you for Your Shares on or before the earlier of:
  - (i) one month after the date of your acceptance or, if this Offer is subject to a condition when you accept this Offer, within one month after this Offer becomes unconditional; and
  - (ii) 21 days after the end of the Offer Period.
- (b) Where the Acceptance Form requires an additional document to be delivered with your Acceptance Form (such as a power of attorney):
  - (i) if that document is given with your Acceptance Form, the Bidder will provide the consideration in accordance with Section 1.6(a);

- (ii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is subject to a condition, the Bidder will provide the consideration due to you on or before the earlier of:
  - (A) one month after this Offer becomes unconditional; and
  - (B) 21 days after the end of the Offer Period;
- (iii) if that document is given after your Acceptance Form and before the end of the Offer Period while this Offer is not subject to a condition, the Bidder will provide the consideration due to you on or before the earlier of:
  - (A) one month after that document is given; and
  - (B) 21 days after the end of this Offer Period; and
- (iv) if that document is given after the end of the Offer Period, and the Offer is not subject to a condition, the Bidder will provide the consideration within 21 days after that document is delivered. However, if at the time the document is given, the Offer is still subject to a condition that relates only to the happening of an event or circumstance referred to in subsection 652C(1) or (2) of the Corporations Act, the Bidder will provide the consideration due to you within 21 days after the Offer becomes unconditional.
- (c) If you accept this Offer, the Bidder is entitled to all Rights in respect of Your Shares. The Bidder may require you to provide all documents necessary to vest title to those Rights in it, or otherwise to give it the benefit or value of those Rights. If you do not give those documents to the Bidder, or if you have received the benefit of those Rights, the Bidder will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by the Bidder) of those Rights, together with the value (as reasonably assessed by the Bidder) of the franking credits, if any, attached to the Rights.
- (d) Payment of any cash amount to which you are entitled under the Offer will be made by cheque in Australian currency. Cheques will be posted to you at your risk by ordinary mail (or, in the case of overseas shareholders, by airmail) to the address as shown on your Acceptance Form. For the purpose of compliance with any timing requirement of this Offer or the Corporations Act, payment of any cash amount to which you are entitled under the Offer will be deemed to be made once the cheque is posted to the address as shown on your Acceptance Form.
- (e) If at the time you accept the Offer any of the following:
  - (i) the *Banking (Foreign) Exchange Regulations 1959* (Cth);
  - (ii) Part 4 of the *Charter of the United Nations Act 1945* (Cth);
  - (iii) the *Charter of the United Nations (Terrorism and Dealing with Assets) Regulations 2002* (Cth);
  - (iv) the *Charter of the United Nations (Sanctions – Afghanistan) Regulations 2001* (Cth);
  - (v) the *Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003* (Cth); or
  - (vi) any other law of Australia,

require that an authority, clearance or approval of the Reserve Bank of Australia, the Australian Taxation Office or any other Government Agency be obtained before you receive any consideration for Your Shares, or would make it unlawful for the Bidder to provide any consideration to you for Your Shares, you will not be entitled to receive any



consideration for Your Shares until all requisite authorities, clearances or approvals have been received by the Bidder.

## **1.7 Conditions of this Offer**

Subject to Section 1.8(a), the completion of this Offer and any contract that results from an acceptance of this Offer, are subject to the fulfilment of the conditions in Appendix 2.

## **1.8 Nature and benefit of conditions**

- (a) The FIRB condition at paragraph (c) in Appendix 2 is a condition precedent to the Bidder's acquisition of any interest in Indophil Shares. Despite your acceptance of this Offer, unless and until the FIRB condition at paragraph (c) in Appendix 2 has been fulfilled or waived:
  - (i) no contract for the sale of your Indophil Shares will come into force or be binding on you or the Bidder;
  - (ii) the Bidder will have no rights (conditional or otherwise) in relation to your Indophil Shares;
  - (iii) if your Indophil Shares are held in a CHESS Holding, you will be entitled to withdraw your acceptance in respect of those Indophil Shares by having your Controlling Participant transmit a valid originating message to ASTC specifying the Indophil Shares to be released from the sub-position, in accordance with Rule 14.16 of the ASTC Settlement Rules, at any time prior to the fulfilment or waiver of that condition; and
  - (iv) if your Indophil Shares are not held in a CHESS Holding, you will be entitled to withdraw your acceptance in respect of those Indophil Shares by sending a notice to that effect signed by you (or on your behalf, in which case documentation proving that the person or persons signing the notice are authorised to do so must accompany the notice) to any of the addresses specified on the Acceptance Form so that it is received at the relevant address at any time prior to the fulfilment or waiver of that condition.
- (b) Each of the other conditions in Appendix 2 is a condition subsequent to the formation of a binding contract on your acceptance of this Offer. None of those conditions prevents a contract to sell your Indophil Shares resulting from your acceptance of this Offer, however:
  - (i) breach of any of those conditions entitles the Bidder to rescind that contract by written notice to you; and
  - (ii) non-fulfilment of any of those conditions at the end of the Offer Period will have the consequences set out in Section 1.11.
- (c) The conditions in Appendix 2, other than the condition dealing with FIRB in paragraph (c) of Appendix 2, are conditions subsequent. The non-fulfilment of any condition subsequent does not, until the end of the Offer Period (or in the case of the condition (k) in Appendix 2 until the end of the third Business Day after the end of the Offer Period), prevent a contract to sell Your Shares from arising, but entitles the Bidder by written notice to you to rescind the contract resulting from your acceptance of this Offer.
- (d) Subject to the Corporations Act and Section 1.8(a), the Bidder alone is entitled to the benefit of the conditions in Appendix 2 or to rely on any non-fulfilment of any of them.
- (e) Each condition in Appendix 2 is a separate, several and distinct condition. No condition will be taken to limit the meaning or effect of any other condition

## **1.9 Freeing the Offer of conditions**

The Bidder may free this Offer, and any contract resulting from its acceptance, from all or any of the conditions subsequent in Appendix 2, either generally or by reference to a particular fact, matter, event, occurrence or circumstance (or class thereof), by giving a notice to Indophil declaring this Offer to be free from the relevant condition or conditions specified, in accordance with section 650F of the Corporations Act. This notice may be given:

- (a) in the case of condition (k) in Appendix 2, not later than 3 Business Days after the end of the Offer Period; and
- (b) in the case of all the other conditions in Appendix 2, not less than 7 days before the end of the Offer Period.

If, at the end of the Offer Period (or in the case of condition (k) in Appendix 2, at the end of the third Business Day after the end of the Offer Period), the conditions in Appendix 2 have not been fulfilled and the Bidder has not declared the Offer (or it has not become) free from those conditions, all contracts resulting from the acceptance of the Offer will be automatically void.

## **1.10 Notice on status of conditions**

The date for giving the notice on the status of the conditions required by subsection 630(1) of the Corporations Act is [\*] being not more than 14 days and not less than 7 days before the end of the Offer Period (subject to extension in accordance with subsection 630(2) if the Offer Period is extended).

## **1.11 Contract void if conditions not fulfilled**

Your acceptance of this Offer, and any contract resulting from your acceptance of this Offer, will be automatically void if:

- (a) at the end of the Offer Period, any of the conditions in Appendix 2 is not fulfilled; and
- (b) the Bidder has not declared this Offer and any contract resulting from your acceptance of it free from the conditions in Appendix 2 in accordance with Section 1.9.

## **1.12 Withdrawal of this Offer**

- (a) This Offer may be withdrawn with the consent in writing of ASIC, which consent may be subject to conditions. If ASIC gives such consent, the Bidder will give notice of the withdrawal to the ASX and to Indophil and will comply with any other conditions imposed by ASIC.
- (b) If, at the time this Offer is withdrawn, all the conditions in Appendix 2 have been fulfilled or freed, all contracts arising from acceptance of the Offer before it was withdrawn will remain enforceable.
- (c) If, at the time this Offer is withdrawn, the Offer remains subject to one or more of the conditions in Appendix 2, all contracts arising from its acceptance will become void (whether or not the events referred to in the relevant conditions have occurred).
- (d) A withdrawal under this Section 1.12 will be deemed to take effect:
  - (i) if the withdrawal is not subject to conditions imposed by ASIC, on and after the date that consent in writing is given by ASIC; or
  - (ii) if the withdrawal is subject to conditions imposed by ASIC, on and after the date those conditions are satisfied.

## **1.13 Variation of this Offer**

The Bidder may at any time before the end of the Offer Period vary this Offer in accordance with the Corporations Act:

- (a) by extending the Offer Period;
- (b) by increasing the consideration payable under the Offer; or
- (c) with the written consent of ASIC, and subject to any conditions specified by ASIC in that consent, in the manner that ASIC permits.

If the Bidder extends the Offer Period, you will receive notice of the extension, unless, at the date of the extension, you have already accepted this Offer and the Offer has become free from the conditions in Appendix 2 or those conditions have been fulfilled.

#### **1.14 No stamp duty or brokerage**

- (a) The Bidder will pay any stamp duty on the transfer of Your Shares to it.
- (b) As long as Your Shares are registered in your name and you deliver them directly to the Bidder, you will not incur any brokerage in connection with your acceptance of this Offer.

#### **1.15 Governing law**

This Offer and any contract that results from your acceptance of it are to be governed by the laws in force in Victoria, Australia.

#### **1.16 Notices**

- (a) Service on Indophil

The Bidder may give a notice to Indophil under the Takeover Bid by leaving it at, or sending it by prepaid ordinary post to, the registered office of Indophil.

- (b) Service on the Bidder

You or Indophil may give a notice to the Bidder under the Takeover Bid by leaving it at or sending it by prepaid ordinary post to the Bidder at the address set out on the Acceptance Form.

- (c) Service on you

The Bidder may give a notice to you under the Takeover Bid by leaving it at or sending it by prepaid ordinary post or by airmail (if your address is outside Australia), to your address given to the Bidder by Indophil under section 641 of the Corporations Act.

## Appendix 2 – Conditions of the Offer

---

The Offer and any contracts resulting from acceptance of the Offer are subject to the fulfillment of the following conditions.

(a) Minimum acceptance

Before the end of the Offer Period, the Bidder and its Associates have relevant interests in at least 90% (by number) of all the Indophil Shares and the Bidder is entitled to proceed to compulsory acquisition of Indophil's securities under Part 6A.1 or Part 6A.2 (or both) of the Corporations Act.

(b) Chinese Regulatory Authorities approvals

Before the end of the Offer Period, all necessary approvals or consents that are required by the Chinese Regulatory Authorities to permit:

- (i) the Offer to be lawfully made to and accepted by Indophil Shareholders;
- (ii) the transaction contemplated by this Bidder's Statement to be completed (including, without limitation, full, lawful and effectual implementation of the intentions set out in this Bidder's Statement); and
- (iii) the continued operation of the business of Indophil, substantially on the same terms as that business is conducted as at the date of the Offer,

in each case on an unconditional basis or on the basis of conditions that impose only non-material requirements incidental to the Chinese Regulatory Authorities approvals, and, at the end of the Offer Period, all of those approvals remain in full force and effect in all respects and are not subject to any notice or indication of intention to revoke, suspend, restrict, modify or not renew those approvals.

(c) Foreign Investment Review Board approval

One of the following occurring:

- (i) the Treasurer of the Commonwealth of Australia (or a delegate of the Treasurer of the Commonwealth) (**Treasurer**) advising Zijin Mining before the end of the Offer Period to the effect that there are no objections to the Takeover Bid constituted by the dispatch of the Offer in terms of the Federal Government's foreign investment policy; or
- (ii) no order being made under section 18(2) of the *Foreign Acquisitions and Takeovers Act 1975* (Cth) (**FATA**) or interim order being made under section 22 of the FATA in relation to the Takeover Bid constituted by the dispatch of the Offer within a period of 40 days after Zijin Mining has notified the Treasurer that it proposes to acquire the Shares under that Takeover Bid, and no notice being given by the Treasurer to Zijin Mining during that period to the effect that there are any such objections; or
- (iii) where an order is made under section 22 of the *Foreign Acquisitions and Takeovers Act 1975* (Cth), a period of 90 days having expired after the order comes into operation and no notice having been given by the Treasurer to Zijin Mining during that period to the effect that there are any such objections,

in each case on an unconditional basis or on the basis of conditions that impose only non-material requirements incidental to the approvals set out in this condition (c) and, at the end of the Offer Period, all of those approvals remain in full force and effect in all respects and are not subject to any notice or indication of intention to revoke, suspend, restrict, modify or not renew those approvals.

## (d) No Australian regulatory actions

Between the Announcement Date and the end of the Offer Period (each inclusive):

- (i) there is not in effect any preliminary or final decision, order or decree issued by a Government Agency in Australia;
- (ii) no action or investigation is announced, commenced or threatened by any Government Agency in Australia;
- (iii) no application is made to any Government Agency in Australia (other than by the Bidder or any of its associates),

in consequence of or in connection with the Offer (other than an application to, or a decision or order of, ASIC or the Takeovers Panel for the purpose, or in exercise, of the powers and discretions conferred on it by the Corporations Act) which restrains or prohibits or impedes, or threatens to restrain, prohibit or impede, or otherwise materially adversely impacts on, the making of the Offer or the acquisition of Shares under the Offer or the rights of the Bidder in respect of its capacity as a shareholder of Indophil or the completion of any transaction contemplated by this Offer, or seeks to require the divestiture by the Bidder of any Shares, or the divestiture of any material assets of Indophil.

## (e) Conduct of business in the ordinary course

Except as publicly announced by Indophil before the Announcement Date:

- (i) during the period from the Announcement Date to the end of the Offer Period (each inclusive), Indophil's business and the business of Indophil's subsidiaries is conducted in the ordinary course, and there is no reduction in the cash balances held by or available to the Indophil Group other than in the ordinary course of business or in connection with the matters contemplated by the Implementation Agreement; and
- (ii) none of the following events occurs during the period from the Announcement Date to the end of the Offer Period (each inclusive):
  - (A) Indophil or any member of the Indophil Group acquires, offers to acquire or agrees to acquire any assets for an amount in aggregate exceeding \$1 million or one or more entities or businesses or assets or makes an announcement in relation to such an acquisition, offer or agreement;
  - (B) Indophil or any member of the Indophil Group disposes of, offers to dispose of or agrees to dispose of one or more entities, businesses or assets (or any interest in one or more entities, businesses or assets) for an amount, or in respect of which the book value (as recorded in Indophil's consolidated balance sheet as at 30 June 2009) is, in aggregate, greater than \$1 million, or makes an announcement in relation to such a disposition, offer or agreement;
  - (C) Indophil or any member of the Indophil Group enters into, or offers to enter into or agrees to enter into, any agreement which would require expenditure, or the foregoing of revenue, by Indophil of an amount which is, in aggregate, more than \$1 million other than in the ordinary course of business, or makes an announcement in relation to such an entry, offer or agreement;
  - (D) Indophil or any member of the Indophil Group enters into, or offers to enter into or agrees to enter into, any joint venture or partnership, grants any licence or option or right of first refusal over any of its property or assets or an interest in its property or assets, or makes an announcement in relation to such an entry, offer or agreement;

- (E) Indophil or any member of the Indophil Group disposes of, agrees or offers to dispose of, or negotiates or announces the disposal of, any material part of the Indophil Group's business or major assets, including any of Indophil's direct and indirect interest in SMI or the Tampakan Project;
- (F) Indophil or any member of the Indophil Group enters into any agreement, arrangement or understanding, whether or not conditional, or enforceable, regarding the disposal of any material part of the Indophil Group's business or major assets, including any of Indophil's direct and indirect interest in SMI or the Tampakan Project;
- (G) any change in Indophil's or Indophil's subsidiaries' (including IRP) direct or indirect interest in SMI or the Tampakan Project, excluding any change pursuant to the terms and conditions of the Alsons' MOA;
- (H) enters into any onerous or long term contract or commitment or incurs a contingent liability except in the ordinary course of business or proposes or agrees to do any of those things; or
- (I) there is a change in the business of Indophil, the Indophil Group, SMI or the Tampakan Project in a way that has or would have a material adverse effect on the Indophil Group's business, financial affairs or prospects.

(f) No capital transactions or corporate actions

Between the Announcement Date and the end of the Offer Period, neither Indophil nor any member of the Indophil Group:

- (i) makes, declares, determines, announces or conducts any dividend payment, capital restructure, share buy back, other return of capital or distribution;
- (ii) issues or grants any options over its securities or assets, or alters the rights attached to Shares or any other securities;
- (iii) borrows or agrees to borrow any money or incur any financial indebtedness other than in the ordinary course of business, or releases or agrees to release any obligation owed to it or that may become owing to it, or modifies any such obligation, other than in the ordinary course of business;
- (iv) has appointed to its board any additional director, whether to fill a casual vacancy or otherwise; or
- (v) makes any amendment to its constitution or there is passed a special resolution to amend its constitution,

in each case without the Bidder's prior written consent.

(g) Acceleration of Alsons SMI Shares

Before the end of the Offer Period Indophil procures the acceleration and completion of the acquisition of all of the Alsons SMI Shares in consideration only of the issue of not more than 25.9 million Shares.

(h) FTAA Material Adverse Change

Between the Announcement Date and the end of the Offer Period (each inclusive), no FTAA Material Adverse Change occurs.

For the purpose of this condition, **FTAA Material Adverse Change** means:

- (i) the FTAA is terminated or varied; or

- (ii) SMI has received notice of intention, or threat of a serious nature, to terminate or vary the FTAA, in either case, from the government of the Republic of the Philippines (including from the Philippine Mines and Geosciences Bureau),

in such a way as materially affects, or would (including if such intention or threat were to result in the FTAA being terminated or varied) materially affect, the ability of the Indophil Group, or SMI, to carry on the business or the activities to which the FTAA relates and which are carried on as at the Announcement Date.

- (i) No change in Philippine Law

Between the Announcement Date and the end of the Offer Period (each inclusive) there is no change in Philippine Law applicable to any member of the Indophil Group, SMI or the Tampakan Project which has a material adverse effect on the Indophil Group's business, financial affairs or prospects or SMI's operations or assets.

- (j) No disposal of Tampakan Project

Between the Announcement Date and the end of the Offer Period (each inclusive) neither Indophil nor any member of the Indophil Group disposes, or agrees or offers to dispose, or negotiate the disposal, of any of its interest (direct or indirect) in SMI or the Tampakan Project, other than as expressly approved in writing by the Bidder.

- (k) No prescribed occurrences

Between the Announcement Date and the end of the Offer Period (each inclusive), none of the following prescribed occurrences (being the occurrences listed in section 652C of the Corporations Act) happen:

- (i) Indophil converts all or any of the Shares into a larger or smaller number of shares;
- (ii) Indophil or a subsidiary of Indophil resolves to reduce its share capital in any way;
- (iii) Indophil or a subsidiary of Indophil:
  - (A) enters into a buy-back agreement; or
  - (B) resolves to approve the terms of a buy-back agreement under section 257C(1) or 257D(1) of the Corporations Act;
- (iv) Indophil or a subsidiary of Indophil issues shares in itself (other than Shares issued as the result of the exercise of an Option, a Performance Right or an Alsons Share Right that it is under a contractual obligation to issue as at the date of this agreement and in any event in respect of the Alsons Share Right, that result in the issue of not more than 25.9 million Shares) or grants an option over its shares, or agrees to make such an issue or grant such an option;
- (v) Indophil or a subsidiary of Indophil issues, or agrees to issue, convertible notes;
- (vi) Indophil or a subsidiary of Indophil disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
- (vii) Indophil or a subsidiary of Indophil charges, or agrees to charge, the whole, or a substantial part, of its business or property;
- (viii) Indophil or a subsidiary of Indophil resolves that it be wound up;
- (ix) a liquidator or provisional liquidator of Indophil or a subsidiary of Indophil is appointed;
- (x) a court makes an order for the winding up of Indophil or a subsidiary of Indophil;
- (xi) an administrator of Indophil, or a subsidiary of Indophil is appointed under section 436A, 436B or 436C of the Corporations Act;

- (xii) Indophil or a subsidiary of Indophil executes a deed of company arrangement; or
  - (xiii) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Indophil or a subsidiary of Indophil.
- (l) No change of control rights
- No person having any rights, claiming an entitlement, or expressing an intention in relation to SMI or the Tampakan Project (whether or not that intention is stated to be a final or determined decision of that person) (in all cases whether subject to conditions or not), as a result of (directly or indirectly) the Bidder acquiring or proposing to acquire Shares or other securities in a member of the Indophil Group (whether or not such acquisition or proposal would result in any change of control of Indophil), to:
- (i) terminate or alter any material contractual relationship between any person and any member of the Indophil Group (for this purpose an alteration includes the operation of a contract, whether or not that altered operation is provided for under the existing terms of the contract);
  - (ii) require the termination, modification, or disposal (or offer to dispose) of any entity within the Indophil Group or any material interest or material asset of a member of the Indophil Group (or any arrangements relating to such entity, interest or asset);
  - (iii) require the repayment of monies in excess of \$1 million borrowed by a member of the Indophil Group or declare such monies repayable (either immediately or at any other time before the previous repayment date);
  - (iv) accelerate or adversely modify the performance of any obligation of a member of the Indophil Group, under any material agreement, contract, lease or other legal arrangement; or
  - (v) do, or cause to be done, any act as a result of which the business of a member of the Indophil Group with any other person would be adversely affected in any material way.
- (m) No related party benefits
- Between the Announcement Date and the end of the Offer Period (each inclusive) Indophil or any member of the Indophil Group, including IRP, does not enter into, or offers or agrees to enter into any agreement, arrangement or understanding (whether subject to conditions or not) to give a director, secretary, senior manager (or any of their Associates) of Indophil or the Indophil Group a benefit (including a payment, an agreement to employ them, or engaging their services for a fixed period) which in aggregate among all of them exceeds \$500,000.
- (n) Options
- (i) Between the Announcement Date and the end of the Offer Period (each inclusive) Indophil does not amend or vary the terms of any Options granted by Indophil (other than to cancel those Options in accordance with sub-paragraph (n)(ii) below).
  - (ii) Before the end of the Offer Period, all of the Options granted by Indophil have been exercised, or cancelled by Indophil (for an amount per Option not exceeding the cash offered under the Offer for each Share minus the exercise price of the Option).
- (o) Convertible securities
- (i) between the Announcement Date and the end of the Offer Period (each inclusive) Indophil does not amend or vary the terms of any convertible securities (including the Performance Rights) issued by Indophil or any rights granted by Indophil for the issue of Indophil securities (other than to cancel those securities or rights in accordance with sub-paragraph (o)(ii) below).



(ii) Before the end of the Offer Period, all of the convertible securities (including the Performance Rights) issued by Indophil and any rights granted by Indophil for the issue of Indophil securities have been converted, or cancelled by Indophil.

(p) No termination of Implementation Agreement

Between the Announcement Date and the end of the Offer Period (each inclusive), the Implementation Agreement is not terminated in accordance with its terms, other than by Zijin Mining as a result of clause 13.1(d) or clause 13.3 of the Implementation Agreement.

(q) Feasibility Study

The following does not occur prior to the end of the Offer Period: the Feasibility Study is not completed and submitted by the time required by the Philippine Mines and Geosciences Bureau (**Deadline**), and the time to complete and submit is not extended by the time of the Deadline.

(r) Natural Events

Between the Announcement Date and the end of the Offer Period (each inclusive), there is no Natural Event which occurs that has or would have a material adverse effect on the Indophil Group's business, financial affairs or prospects.

# Corporate Directory

---

## Zijin Mining Group Co., Ltd

### Directors

Chen Jinghe

Luo Yingnan

Liu Xiaochu

Lan Fusheng

Huang Xiaodong

Zou Laichang

Peng Jiaqing

Su Congfu

Chen Yuchuan

Lin Yongjing

Wang Xiaojun.

## Registered office

No. 1#, Zijin Avenue

Shanghang County

Fujian Province, China

## Share Registrar for the Zijin Offer

Computershare Investor Services Pty Limited

You can contact the Bidder's share registrar for the Offer at the address set out below:

(For Post)

Indophil Takeover Offer

Computershare Investor Services Pty Limited

452 Johnson Street

Yarra Falls, Victoria, Australia, 3067

## Golden Resource Mining (BVI) Limited

### Directors

Wong Hok Bun Mario

Zhang Qiaochun

## Australian Legal adviser

Minter Ellison

Level 23

525 Collins Street

Melbourne Victoria 3000

## Hong Kong Legal adviser

Charltons Solicitors

10th Floor, Hutchison House

10 Harcourt Road

Hong Kong

## Financial adviser

BMO Capital Markets

23rd Floor

120 Collins Street,

Melbourne Victoria 3000