

23 DECEMBER 2015

ABY TAKEOVER – EXTENSION OF OFFER PERIOD

On 30 October 2015, Metals X Limited ACN 110 150 055 (**Metals X**) made an off-market takeover bid for all of the fully paid ordinary shares in Aditya Birla Minerals Limited ACN 103 515 037 (**ABY** or **Aditya Birla**) pursuant to a Bidder's Statement despatched to shareholders on 30 October 2015 (**Offer**) as varied by notices dated 20 November 2015 and 7 December 2015 and first supplementary bidder's statement dated 7 December 2015

Metals X advises that it extends the closing date of the Offer until 21 January 2016.

Attached is a covering letter to be sent to ABY shareholders with details in relation to the extension of the Offer.

In particular, Metals X states that if by 5pm AWST on 13 January 2016, Metals X obtains a relevant interest in minimum of 20% of the ABY shares then on issue, Metals X will waive the 90% minimum acceptance condition set out in section 9.2(a) of the Bidder's Statement and, accordingly, the Offer will become free of that condition.

Metals X today provides the following (attached) notices in relation to the Offer:

1. a notice under 650D of the Corporations Act to extend the offer period pursuant to section 650C of the Act (Notice to Extend Offer Period) to 5pm AWST on 21 January 2016; and
2. a corresponding notice of the new date for giving notice of the status of conditions pursuant to section 630(2) of the Corporations Act, being 14 January 2016.

The Offer period under Metals X's Offer will now close at 5pm AWST on 21 January 2016 unless otherwise extended.

Metals X CEO, Peter Cook said

"We remain undeterred by the ABY rejection of our revised offer and the advice that the major and controlling shareholder does not accept the Offer in favour of the Strategic Review. The fact is that there has been an offer at a substantial premium to where ABY shares were trading when the Offer was announced and that has been in the market for 10 weeks and no superior offer has emerged".

"We have today extended the Offer providing an opportunity (conditional on 20% acceptance) for minority shareholders to decide if they wish to switch their ABY shares for shares in Metals X. This is essentially a minority, unrelated party 'vote' on whether ABY shareholders would back the Board of Metals X to do a better job than the current ABY Board in looking after their interests as shareholders."

ENQUIRIES

Peter Cook
Executive Director & CEO
e: peter.cook@metalsx.com.au

Warren Hallam
Executive Director
e: warren.hallam@metalsx.com.au

Rod Corps
Manager – Investor Relations
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Dear Aditya Birla Minerals Limited Shareholder

Metals X Limited ACN 110 150 055 – Off-market Takeover Bid for Aditya Birla Minerals Limited Extension of Offer Period

As you are aware, Metals X Limited (**Metals X**) has made an off-market takeover bid for all of the fully paid ordinary shares in Aditya Birla Minerals Limited (**ABY**) pursuant to a Bidder's Statement despatched to shareholders on 30 October 2015 (**Offer**) as varied by notices dated 20 November 2015 and 7 December 2015 and first supplementary bidder's statement dated 7 December 2015.

Metals X wishes to advise that it has extended the Offer period by a further 22 days. This means that if you have not already accepted the Offer you now have until 5pm AWST on 21 January 2016 to do so (unless further extended by Metals X).

Metals X has also, in effect, varied the Offer, so that, if Metals X obtains a 20% or greater relevant interest in ABY before 5pm AWST on 13 January 2016 Metals X will waive the 90% minimum acceptance condition and, accordingly, the Offer will become free of that condition¹.

Please find **enclosed** with this letter, a formal notice of variation of the Offer to extend the Offer period to 5pm AWST on 21 January 2016 which is provided to ABY Shareholders pursuant to section 650D of the *Corporations Act 2001* (Cth).

I appeal to you to carefully consider this Offer. Metals X had offered a significant premium to where the ABY share price was trading before the Offer. Despite this premium, the Offer was rejected by the directors of ABY and by its major and controlling shareholder, Hindalco. Metals X improved its Offer ratio and this was also rejected by both ABY's directors and the controlling shareholder favouring a "Strategic Review" sale process that Moelis is undertaking as advisors to ABY.

Metals X has tried avidly to engage with ABY and its major shareholder Hindalco to no avail. Metals X has also made numerous attempts to gain access to the data room and to the operations to determine if there is any basis to further improve its Offer but has continually been obstructed by what Metals X considers to be unnecessary legal conditions which are at odd with its Offer and which are self-serving to the purported Strategic Review sale process. This alternative sale process has now been in progress for 10 weeks and to date no superior offer to the Metals X Offer has been announced by ABY and there remains no certainty that any improved offer for ABY or its assets will ever be received.

Metals X is disappointed that a public company, in the face of formal takeover can take such actions and treat its shareholders in this manner with the potential for a loss of opportunity by not enabling full, free and transparent access and disclosure of information regarding the activities of the Company. Metals X had always stated that in its view, the Nifty mine was in need of immediate attention and re-investment and that the drawn-out time-frame of an uncertain public sale process was not in the interests of all ABY shareholders, nor satisfactory under the Metals X Offer, as Metals X was concerned of further destruction of the operations during such time. In addition, Metals X has written to the ABY board and its lawyers in regard to disclosure by them in connection with various conditions of the Offer and these too have been disregarded, which in Metals X's view is not in the best interests of all ABY shareholders.

Metals X has taken a long term view of the copper market and identified Nifty as an operation that could be turned around and was capable of becoming a longer-term and significant copper producer. The Board of ABY seemed intent on denying its shareholders the opportunity to achieve such an outcome and are intent on reducing its life, not investing in exploration and mining for the benefit of its shareholders.

The new date for Metals X to give notice of the status of the defeating conditions of the Offer is now 14 January 2016.

¹ Refer Metals X announcement of 23 December 2015.

Again, I urge you to carefully consider this Offer and decide whether you wish to continue to back the ABY Board that have destroyed so much shareholder value or switch to a shareholding in Metals X and to a Board that cares for and strives to create wealth for its shareholders.

If you have any questions with respect to the Offer or extension of the Offer period, or need a replacement Acceptance Form, please contact the Metals X Information Line on 1300 659 000 (for callers within Australia) and +61 8 9215 6061 (for callers outside Australia).

Yours faithfully

A handwritten signature in black ink, appearing to read 'Peter Cook', written in a cursive style.

Peter Cook
CEO & Executive Director
Metals X Limited

Notice of Variation – extension of Offer period under section 650D of the *Corporations Act 2001* (Cth)

Off-market takeover offer by Metals X Limited (Metals X) for the ordinary shares in Aditya Birla Minerals Limited

To: Australian Securities and Investment Commission (**ASIC**);

Aditya Birla Minerals Limited ABN 37 103 515 037 (**Aditya Birla**);

ASX Limited (**ASX**); and

In accordance with ASIC Class Order [CO 13/521] each person shown on the Aditya Birla share register dated 20 November 2015 and any other person who has accepted the Offer.

This is a notice dated 23 December 2015 given by Metals X Limited ACN 110 150 055 (**Metals X or Bidder**) in relation to the offer dated 30 October 2015 (as varied by notices dated 20 November 2015 and 7 December 2015) made under its off-market takeover bid to acquire up to 100% of the ordinary shares in Aditya Birla (**Offer**) pursuant to its bidder's statement dated 15 October 2015 (**Bidder's Statement**) and first supplementary bidder's statement dated 7 December 2015 (**Supplementary Bidder's Statement**).

1. Extension of Offer Period

In accordance with section 650D of the *Corporations Act 2001* (Cth) (**Act**), Metals X gives notice that Metals X varies its Offer by:

- (a) pursuant to section 650C of the Act, extending the period during which the Offer will remain open so that the **Offer will now close at 5:00pm (AWST) on 21 January 2016** (instead of 30 December 2015), unless further extended or withdrawn in accordance with the Act; and
- (b) substituting the date "21 January 2016" for "30 December 2015" in the Bidder's Statement, the Supplementary Bidder's Statement, the Acceptance Form and in all other instances in relation to the Offer, where 30 December 2015 appears (or is deemed to appear) as the last day of the Offer Period.

2. Date for giving notice as to status of conditions under the Offer

In accordance with section 630(2) of the Act, Metals X gives notice that as a result of the extension of the Offer Period, the new date in section 9.3(e) of the Bidder's Statement for giving notice under section 630 of the Act as to the status of the defeating conditions set out in section 9.2 of the Bidder's Statement (**Defeating Conditions**) is 14 January 2016.

As at the date of this notice:

- (a) as advised by Metals X by ASX Announcement dated 23 October 2015 and 30 October 2015 the Defeating Conditions in section 9.2(a) and section 9.2(l) of the Bidder's Statement have been fulfilled;
- (b) as advised by Metals X by ASX Announcement dated 7 December 2015 the Defeating Conditions in section 9.2(c), section 9.2(d), section 9.2(e), section 9.2(f), section 9.2(g), section 9.2(h), section 9.2(i), section 9.2(j) and section 9.2(k) of the Bidder's Statement have been waived (so the Offer has become free of those conditions); and
- (c) so far as Metals X is aware, none of the other Defeating Conditions have been fulfilled or waived and accordingly the Offer remains subject to those conditions.

3. Right of Withdrawal

In this section "Right of Withdrawal", words defined in the ASX Settlement Operating Rules have the same meaning in this notice, unless the context requires otherwise.

In accordance with section 650E of the Act, as this variation (combined with the previous variations of the Offer) postpones for more than one month the time when Metals X has to meet its obligations under the Offer, those Aditya Birla shareholders who have validly accepted the Offer on or before the date of this notice have the right to withdraw their acceptance by giving notice to Metals X (**Withdrawal Notice**) within 1 month beginning on the day after the day on which they received this notice (**Withdrawal Period**).

Aditya Birla shareholders who withdraw their acceptance must return any consideration received for accepting the Offer. A Withdrawal Notice by an Aditya Birla shareholder withdrawing their acceptance under section 650E of the Act must:

- (a) if the shares are in a CHES Holding:
 - (1) be in the form of a Valid Originating Message transmitted to ASX Settlement by the Controlling Participant for that CHES Holding in accordance with Rule 14.16.1 of the ASX Settlement Operating Rules; or
 - (2) be in the form of a notice in writing to Metals X setting out the information that Metals X requires to transmit a Valid Originating Message to ASX Settlement on behalf of Aditya Birla shareholder in accordance with Rule 14.16.5 of the ASX Settlement Operating Rules; and
- (b) in any other case, be in writing to Metals X care of Security Transfer Registrars at:

Security Transfer Registrars Pty Ltd
770 Canning Highway, Applecross WA 615; or
PO Box 535, Applecross WA 6953

If an Aditya Birla shareholder is legally entitled to give, and does in fact give, a Withdrawal Notice within the Withdrawal Period, Metals X will, before the end of 14 days after the day it is given the Withdrawal Notice:

- (a) return to the Aditya Birla shareholder any documents that were sent by the Aditya Birla shareholder to Metals X with the acceptance of the Offer; and
- (b) if the shares are in a CHES Holding, Transmit to ASX Settlement a Valid Message that authorises the release of those shares from the Offer Accepted Subposition in which the CHES Holding has been reserved in accordance with Rule 14.16.3 or Rule 14.16.5 of the ASX Settlement Operating Rules as applicable.

A copy of this notice was lodged with ASIC on 23 December 2015. ASIC takes no responsibility for the contents of this notice.

This notice was approved by a unanimous resolution passed by the directors of Metals X.



Peter Cook
CEO & Executive Director
Metals X Limited