



# Gold Aura Limited

A.B.N. 75 067 519 779



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14 September 2009

The Board of Directors  
Anomaly Resources Limited  
Level 12  
280 George Street  
SYDNEY NSW 2000

Dear Sirs

## **BIDDER'S STATEMENT**

In accordance with Step 3 of Section 633(1) *Corporations Act 2001 (Cth)* (**Act**) please find enclosed, by way of service, a copy of Gold Aura Limited's Bidder's Statement dated 14 September 2009 in relation to off-market bids for all the fully paid ordinary shares and all the director shares in Anomaly Resources Limited (ACN 125 210 433) (**Anomaly**) (**Bidder's Statement**).

In accordance with Step 5 of Section 633(1) of the Act would you please arrange for this Bidder's Statement to be released by Anomaly as an announcement to the National Stock Exchange of Australia.

Yours Faithfully  
**Gold Aura Limited**

John Lemon  
Company Secretary

# BIDDER'S STATEMENT

in relation to Offers by

## **GOLD AURA LIMITED**

(ACN 067 519 779)

to acquire ALL of your ordinary shares and director shares  
in

## **ANOMALY RESOURCES LIMITED**

(ACN 125 210 433)

The consideration offered is:

**7.5 Gold Aura Shares** for every one Anomaly  
Resources Share you own; and

**7.5 Gold Aura Shares** for every one Anomaly  
Resources Director Share you own.

This Bidder's Statement is dated 14 September 2009. A copy of this Bidder's Statement was lodged with the ASIC on 14 September 2009. The ASIC takes no responsibility for the content of this Bidder's Statement.

**THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR IMMEDIATE ATTENTION. YOU SHOULD READ ALL OF THE CONTENTS OF THIS DOCUMENT CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO HOW TO DEAL WITH IT, PLEASE CONSULT YOUR FINANCIAL OR OTHER PROFESSIONAL ADVISER.**

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## IMPORTANT INFORMATION

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### Bidder's Statement

This document is the Bidder's Statement from Gold Aura Limited (ACN 067 519 779) (**Gold Aura** or the **Company**) to Anomaly Resources Limited (ACN 125 210 433) (**Anomaly Resources**) in relation to an off-market bid for the Anomaly Resources Shares and Anomaly Resources Director Shares.

This Bidder's Statement is dated 14 September 2009. A copy of this Bidder's Statement was lodged with the ASIC on 14 September 2009. The ASIC takes no responsibility for the content of this Bidder's Statement.

### Investment Decision

This Bidder's Statement does not take into account the individual investment objectives, financial situation or particular needs of each Anomaly Resources Shareholder or Anomaly Resources Director Shareholder (or any other person). You may wish to seek independent financial and taxation advice before making a decision as to whether or not to accept the Offers.

### Disclosure Regarding Forward Looking Statements

This Bidder's Statement includes forward-looking statements that have been based on Gold Aura's current expectations about future events. These forward-looking statements are, however, subject to risks, uncertainties and assumptions that could cause actual results to differ materially from the expectations described in such forward-looking statements. These factors include, among other things, those risks identified in Section 10.

### Foreign Jurisdictions

The distribution of this Bidder's Statement in jurisdictions outside Australia and New Zealand may be restricted by law, and persons who come into possession of it should seek advice on and observe any such restrictions. Any failure to comply with such restrictions may constitute a violation of applicable securities laws. This Bidder's Statement does not constitute an offer in any jurisdiction in which, or to any person to whom, it would not be lawful to make such an offer. In making the Offers available to persons resident in New Zealand, Gold Aura is relying on the exemption contained in New Zealand Securities Act (Overseas Companies) Exemption Notice 2002 (as amended) in relation to prospectus and investment statement requirements in New Zealand.

### Privacy

Gold Aura has collected your information from the share register of Anomaly Resources for the purposes of making the Offers and, if accepted, administering your shareholding in Anomaly Resources. Gold Aura and its share registry may disclose your personal information to their related bodies corporate and external service providers and may be required to disclose such information to regulators, such as ASIC. If you would like details of information about you held by Gold Aura, please contact Gold Aura at the address set out in the Corporate Directory.

### Defined Terms

Various defined terms are used in this Bidder's Statement. Their meaning is set out in Section 12.

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## KEY DATES

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Date Bidder's Statement was lodged with the ASIC and date of Bidder's Statement	14 September 2009
Date of Offers	14 September 2009
Dispatch of Bidder's Statement	14 September 2009*
General Meeting	16 October 2009**
Last date to free Offers from defeating conditions (or extend the Offers)	19 October 2009
Scheduled Closing Date of Share Offer (unless extended)	26 October 2009
Scheduled Closing Date of Director Share Offer (unless extended)	26 October 2009

\* As permitted by Item 6 of Section 633(1) of the Corporations Act the directors of Anomaly Resources have agreed to the early dispatch of the Bidder's Statement and Offers.

\*\* subject to change at Gold Aura's discretion

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**Information Line:**

Please call (07) 3833 3872 (callers in Australia) or 61 7 3833 3872 (callers outside Australia) if you have any questions or require any assistance with your acceptance.

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## CORPORATE DIRECTORY OF GOLD AURA LIMITED

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### Company

#### ***Registered Office and Principal Place of Business***

Level 1  
606 Sherwood Road  
Sherwood QLD 4075

Telephone: (07) 3833 3833  
Facsimile: (07) 3833 3888

Website: [www.goldaura.com.au](http://www.goldaura.com.au)  
Email: [info@goldaura.com.au](mailto:info@goldaura.com.au)

### Share Registry

Link Market Services Limited  
Level 19  
324 Queen Street  
BRISBANE QLD 4000

### ***Current Directors***

Mr Greg Starr  
Non Executive Chairman

Mr Ken Chapple  
Managing Director

Mr James Collins-Taylor  
Non Executive Director

### ***Company Secretary***

Mr John Lemon

### ***Stock Exchange\****

ASX Limited  
Level 5  
Riverside Centre  
123 Eagle Street  
BRISBANE QLD 4000

ASX Code: GOA

### ***Proposed Directors***

Mr Greg Star  
Executive Chairman

Mr Ken Chapple  
Executive Director

Mr James Collins-Taylor  
Non Executive Director

Mr Peter Macnab  
Non Executive Director

Mr Thomas Fermanis  
Non Executive Director

Mr Robert McLean  
Executive Director

Mr Sinton Spence  
Non Executive Director

### ***Solicitors to the Company***

Steinepreis Paganin  
Lawyers and Consultants  
Level 4, The Read Buildings  
16 Milligan Street  
PERTH WA 6000

\* This entity has been included for information purposes only. It has not been involved in the preparation of this Bidder's Statement.

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1. **SECTION 1 – LETTER FROM THE CHAIRMAN OF GOLD AURA**

Dear Anomaly Resources Shareholder

We are pleased to enclose the Offers of fully paid ordinary shares in Gold Aura Limited (**Gold Aura**) to acquire all the outstanding ordinary shares and director shares of Anomaly Resources Limited (**Anomaly Resources**).

Under the Offers, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will receive 7.5 Gold Aura Shares for every one Anomaly Resources Share or Anomaly Resources Director Share they own. Anomaly Resources will separately arrange for the holders of the Anomaly Resources A, B and C Class Shares to agree to cancellation of those shares for nil consideration on completion of the Offers (which is a condition to the Offers).

On completion (assuming Gold Aura acquires 100% of Anomaly Resources), Anomaly Resources Shareholders and Anomaly Resources Director Shareholders would collectively hold an interest of approximately 61% of Gold Aura and would share in the expected ongoing benefits of the combined companies.

The terms and conditions of the Offers are contained in Annexures A and B of this Bidder's Statement. We urge you to review it and to act on this opportunity to maximise the value of your Crater Mountain asset by generating a company that will have improved access to finance, improved corporate management and overall greater liquidity in your shares. The Offers allow you to continue to participate as a shareholder of what will be a larger and stronger mining company.

***Unanimous Support of the Anomaly Resources Board***

The board of directors of Anomaly Resources unanimously supports the Offers in the absence of a superior offer and provided the conditions to the Offers are met or waived.

***A Larger and Stronger Mining and Exploration Company***

The board of Gold Aura believes that the combination of Anomaly Resources and Gold Aura will create a larger and stronger mining and exploration company. The addition of Gold Aura management will bring skills of financing, developing and managing gold mines. Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will benefit from a shareholding in a company with:

- (a) an increased size and asset mix making it more attractive to a wider range of investors;
- (b) greater exposure to the gold price via Crater Mountain's potentially large deposit size being in an entity listed on the ASX; and
- (c) an increased technical expertise enhancing the operational capability for Crater Mountain,

to result in a stronger competitive position and greater opportunities for growth.

***Enhanced Liquidity***

Shareholders will also benefit from improved liquidity by holding Gold Aura Shares, which are listed on the Australian Securities Exchange. Since Anomaly

Resources Shares have listed on the National Stock Exchange of Australia they have not traded.

***The Need to Act***

In order for the Offers to proceed, among other things, minimum acceptance of 90% of the Anomaly Resources Shares and 90% of the Anomaly Resources Director Shares (excluding those Anomaly shares held by or on behalf of Gold Aura on the date of the Offers, or by an affiliate or associate of Gold Aura) is required by 19 October 2009 (unless this date is extended or this condition is waived by Gold Aura).

For more information about accepting the Offers refer to Section 2 of this Bidder's Statement and the terms and conditions of the Offers contained in Annexures A and B of this Bidder's Statement.

Should you have any questions about the Offers, please contact any of the contacts advised in this Bidder's Statement. Before you make your decision, you may also wish to consult your investment dealer, broker, bank manager, accountant, lawyer or other professional advisor.

We hope you will give these Offers your careful and immediate attention and that, like us, you are convinced of the benefits of the transaction.

Yours faithfully

A handwritten signature in black ink, appearing to be 'G. Starr', written over a horizontal line.

**GREG STARR  
CHAIRMAN  
GOLD AURA LIMITED**



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## 2. SECTION 2 – SUMMARY OF OFFERS

### 2.1 Key Terms

<b>The Bidder</b>	Gold Aura is the company making the Offers.
<b>The Share Offer</b>	<p>Gold Aura offers to acquire <b>ALL</b> of your Anomaly Resources Shares.</p> <p>You may only accept the Share Offer in respect of 100% (and not a lesser proportion) of the Anomaly Resources Shares you hold.</p>
<b>The Director Share Offer</b>	<p>Gold Aura offers to acquire <b>ALL</b> of your Anomaly Resources Director Shares.</p> <p>You may only accept the Director Share Offer in respect of 100% (and not a lesser proportion) of the Anomaly Resources Director Shares you hold.</p>
<b>Consideration under the Share Offer</b>	<p>You are offered <b><u>7.5 Gold Aura Shares</u></b> for every one Anomaly Resources Share you own.</p> <p>Entitlements to Gold Aura Shares will be rounded up to the nearest whole Gold Aura Share.</p>
<b>Consideration under the Director Share Offer</b>	<p>You are offered <b><u>7.5 Gold Aura Shares</u></b> for every one Anomaly Resources Director Share you own.</p> <p>Entitlements to Gold Aura Shares will be rounded up to the nearest whole Gold Aura Share.</p>
<b>Offers Open</b>	14 September 2009.
<b>Offers Close</b>	Unless withdrawn or extended in accordance with the Corporations Act, the Offers are open until 7.00 pm (EST) on 26 October 2009.
<b>When do you receive the consideration?</b>	If you accept the Offer (or Offers), you will receive the consideration under the Offer (or Offers) within 1 month of the later of the date you accept, and the date the Offer (or Offers) become unconditional. In any event, assuming the conditions of the Offer you accept are satisfied or waived, you will receive your consideration within 21 days of the end of the Offer Period.
<b>Conditions</b>	<p>The Share Offer is subject to the defeating conditions set out in Section 1.9 of Annexure A.</p> <p>The Director Share Offer is subject to the defeating conditions set out in Section 1.9 of Annexure B.</p> <p>Gold Aura may choose to waive any of these conditions in accordance with the Offers.</p> <p>In addition, the Offers are conditional on ASX, no later than 7 days after the end of the Offer Period,</p>

granting permission for the Gold Aura Shares to be issued under the Offers being quoted on ASX.

**How to Accept**

How you accept will depend on whether your Anomaly Resources Shares and/or Anomaly Resources Director Shares are held in an **Issuer Sponsored Holding** or a **CHESS Holding**. The Acceptance Form enclosed has been personalised to reflect this for you.

**Further information**

The full terms of the Share Offer are set out in Annexure A to this Bidder's Statement.

The full terms of the Director Share Offer are set out in Annexure B to this Bidder's Statement.

Please call (07) 3833 3872 (callers in Australia) or +61 7 3833 3872 (callers outside Australia) if you have any questions or require any assistance with your acceptance.

**2.2 Anomaly Resources Board**

The Anomaly Resources Directors, in the absence of a superior offer and subject to the satisfaction or waiver of the conditions set out in Section 1.9 of Annexure A and Section 1.9 of Annexure B, unanimously support the Offers.

**2.3 Why should you accept the Offer?**

Section 3 of this Bidder's Statement sets out reasons why Anomaly Resources Shareholders should accept the Offers.

**2.4 Profile of Gold Aura**

A profile of Gold Aura is detailed in Section 5 of this Bidder's Statement.

**2.5 Profile of Anomaly Resources**

A profile of Anomaly Resources is detailed in Section 6 of this Bidder's Statement.

**2.6 Intentions of Gold Aura**

Section 7 of this Bidder's Statement details Gold Aura's intentions in relation to Anomaly Resources if the Takeover is successful.

**2.7 Financial Information**

Section 8 of this Bidder's Statement details financial information in relation to Gold Aura and Anomaly Resources, and the Merged Entity, including pro forma balance sheet as at 31 December 2008 of the Merged Entity.

**2.8 Tax Consideration**

Section 9 of this Bidder's Statement provides a description of the general tax implications of accepting an Offer. You should consult with your own tax adviser regarding the consequences of acquiring, holding or disposing of Anomaly Resources Shares, Anomaly Resources Director Shares or Gold Aura Shares in light of current tax laws and your particular investment circumstances.

## **2.9 Terms of Offers**

Annexure A and B of this Bidder's Statement set out the full terms of the Share Offer and Director Share Offer respectively, including defeating conditions and the effect of accepting an Offer.

## **2.10 Risks**

Section 10 of this Bidder's Statement sets out the key risks associated with holding Gold Aura Shares.

## **2.11 When will you receive the consideration?**

Once you have validly accepted an Offer, Gold Aura will endeavour to issue the Gold Aura Shares to you as soon as is practicable, and in any event on or before the earlier of:

- (a) one month after the Offer is accepted, or the contract resulting from its acceptance becomes unconditional (whichever is the later); and
- (b) 21 days after the end of the Offer Period.

Should you not accept the Offer and Gold Aura proceeds to compulsorily acquire outstanding Anomaly Resources Shares, then you will only receive your consideration in accordance with the timing of the compulsory acquisition provisions of the Corporations Act, which may be more than 2 months after the end of the Offer Period.

## **2.12 Foreign Anomaly Resources Shareholders**

If you are a Foreign Anomaly Resources Shareholder then, despite any other provision of this Offer, you are offered and will receive for your Anomaly Resources Shares or Anomaly Resources Director Shares a cash amount calculated under clause 1.8(a) of Annexure A or Annexure B (as the context requires).

If any Foreign Anomaly Resources Shareholder accepts the Offers, Gold Aura will appoint a nominee to act as the Australian resident nominee on behalf of each Foreign Anomaly Resources Shareholder in accordance with Section 619(3) of the Corporations Act. Refer to clause 1.8(a) of Annexure A or Annexure B (as the context requires) for further details.

For the purposes of this Bidder's Statement, you are **not** a Foreign Anomaly Resources Shareholder if at the time of acceptance:

- (a) your address as recorded in the Anomaly Resources register is within Australia and its external territories or New Zealand; or
- (b) you have appointed an agent in Australia or New Zealand to receive and accept the Offer on your behalf.

Also, a person will not be a Foreign Anomaly Resources Shareholder if Gold Aura is satisfied that it is not legally or practically constrained from making the Offer to that person in the relevant jurisdiction and to issue Gold Aura Shares to such a person on acceptance of the Offer, and that it is lawful for the shareholder to accept the Offer in such circumstances in the relevant jurisdiction. Notwithstanding anything else in this Bidder's Statement, Gold Aura is not under

any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

### **2.13 Important notice**

The information in this Section 2 is a **summary** of the Offers only.

You should read the entire Bidder's Statement and the separate target's statement which will be sent to you directly by Anomaly Resources in relation to the Offers before deciding whether to accept the Offers.

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### **3. SECTION 3 – REASONS FOR ACCEPTING THE OFFERS**

#### **3.1 Background**

Anomaly Resources is a gold exploration company listed on the National Stock Exchange of Australia (**NSX**) whose principal asset is the advanced Crater Mountain exploration project located in Eastern Highlands Province, Papua New Guinea (**PNG**).

Gold Aura is an ASX listed exploration company whose principal asset is the Sao Chico gold project, which is planned to be in production generating a cash flow by the end of 2009. Gold Aura also has interests in PNG through its 67% owned Fergusson Island gold project and in Australia with its 100% owned Croydon polymetallic project.

#### **3.2 Under the Offers you will gain exposure to an emerging gold producer**

The board of Gold Aura consider that the benefits of the combination are that it will:

- (a) increase the Company's size and asset mix making it more attractive to a wider range of investors;
- (b) create greater exposure to the gold price via Crater Mountain's potentially large deposit size being in an entity listed on the ASX;
- (c) increase the Company's technical and corporate expertise enhancing the operational capability;
- (d) enhanced share trading liquidity as shareholders in Anomaly Resources will receive shares in an entity listed on ASX;
- (e) provide greater access to development finance; and
- (f) provide access to nearer term cash flow from the Sao Chico project.

#### **3.3 Under the Offers you will gain exposure to an emerging company with a strong management team**

Greg Starr will become Executive Chairman following the combination of the companies. Greg has been Chief Executive Officer of Emperor Mines Limited, which managed the technically challenging, labour intensive Vatukoula Gold Mine in Fiji. He has also been Chief Executive Officer of Golden China Resources which identified, explored, and financed the development of the Beyinhar Gold project in Inner Mongolia China prior to the company being acquired by Sino Gold. Greg has extensive corporate and management and corporate finance expertise being an accountant by training and having participated in the mining industry for over 20 years.

Ken Chapple, an executive director, who is a geologist by training and who has over 25 years experience in the field, was instrumental in the development of the Fergusson Island discovery in PNG and the Croydon polymetallic deposit in Queensland, Australia. Ken also identified the potential of the Sao Chico project and has been the key architect of its evolution.

James Collins-Taylor, an independent non-executive director with over 25 years experience in corporate management specialising in institutional investment.

Messrs Starr, Chapple & Collins-Taylor are existing directors of Gold Aura and will be joined by the current directors of Anomaly Resources, Messrs Macnab, Fermanis, McLean & Spence. A summary of the profiles of the current directors of Gold Aura and the additional directors upon completion of the Takeover are set out in Section 5.4 and Section 5.5, respectively.

**3.4 Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will substantially share in the benefits from combining Gold Aura and Anomaly Resources**

The combination of the companies will further consolidate Gold Aura's position and determination to become a new low cost ASX gold producer. The combination of the high grade low cost Sao Chico project located in Brazil, together with the potentially large Crater Mountain project creates a company with near term cash flow and production from projects that as a result of ongoing exploration work, will have the potential to be a source of multi-million ounces of gold.

**3.5 Under the Offers you may benefit from potential synergies that could emerge from the combination of Gold Aura and Anomaly Resources**

The combination should result in cost savings from potential synergies inherent in integrating two companies such as reduced costs from compliance with applicable laws and regulations.

**3.6 Under the Offers you will own shares in a substantially larger company with a more diverse asset portfolio**

On completion, Anomaly Resources shareholders holding ordinary shares and Directors shares would collectively hold an interest of approximately 61% of Gold Aura and would share in the expected ongoing benefits of the combined companies.

It is expected that within months of the completion of the Offers, the Merged Entity will be generating cash flow from the Sao Chico gold project and undertaking further development and exploration at the Crater Mountain project.

**3.7 Potential share price re-rating from increased size, increased investor interest and greater share price liquidity**

Anomaly Resources is listed on the NSX and has not traded since its listing in March 2008. The combination with Gold Aura will mean Anomaly Resources shareholders and Anomaly Resources Director Shareholders will own a stock which is listed on the ASX and which is liquid.

**3.8 Under the Offers you will own shares in a company with support from strategic shareholders**

The top four shareholders of the Merged Entity (and owning some 36% of the company) will also be directors of the Merged Entity. There are significant alignments between the strategic shareholders, the board and all other shareholders.

**3.9 Scrip for scrip rollover relief**

Upon completion of the Share Offer (a condition of which is 90% acceptances under the Share Offer), eligible Anomaly Resources Shareholders may be

entitled to rollover relief from capital gains tax on the consideration they receive under the Share Offer. An equivalent entitlement under the same circumstances may apply to the Director Share Offer. Section 9 of this Bidder's Statement outlines key tax considerations. You should consult a qualified tax adviser for further taxation advice.

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#### 4. SECTION 4 - FREQUENTLY ASKED QUESTIONS IN RELATION TO THE OFFERS

<b>What is the Share Offer?</b>	The Share Offer is <b><u>7.5 Gold Aura Shares</u></b> for every one Anomaly Resources Share you own.
<b>What is the Director Share Offer?</b>	The Director Share Offer is <b><u>7.5 Gold Aura Shares</u></b> for every one Anomaly Resources Director Share you own.
<b>What is the Bidder's Statement?</b>	<p>This Bidder's Statement was prepared by Gold Aura for distribution to Anomaly Resources Shareholders and Anomaly Resources Director Shareholders. It sets out the terms of the Offers and information relevant to your decision whether or not to accept the Offers.</p> <p>The Bidder's Statement is an important document. If you are in any doubt as to how to deal with this document, you should consult your broker or your legal, financial or other professional adviser as soon as possible.</p>
<b>Who is Gold Aura?</b>	<p>Gold Aura is an Australian domiciled, ASX-listed gold exploration company (ASX code: GOA).</p> <p>Please refer to Section 5 of this Bidder's Statement for further information about Gold Aura.</p>
<b>Are there any conditions to the Offers?</b>	<p>Yes, the Share Offer is subject to conditions which are set out in detail in Section 1.9 of Annexure A and the Director Share Offer is subject to conditions which are set out in detail in Section 1.9 of Annexure B.</p> <p>Gold Aura may chose to waive certain conditions in accordance with the terms of the Offers. Details as to how these conditions can be waived are set out in Annexure A and Annexure B.</p>
<b>What if the conditions of the Offers are not satisfied?</b>	If an Offer closes with conditions remaining unsatisfied or not waived, that Offer will lapse, and your acceptance will be void. In other words, you will continue to hold your Anomaly Resources Shares or Anomaly Resources Director Shares (unless you otherwise sell them). Gold Aura will inform you of whether the conditions have been satisfied or waived during the Offer Periods in accordance with its obligations under the Corporations Act. Gold Aura may extend the Offer Periods in accordance with the Corporations Act in order to give time for conditions to be satisfied – see "Can Gold Aura extend the Offer Periods?" below.
<b>If I accept the Offers, when will I receive the consideration?</b>	<p>If you accept either Offer, Gold Aura will issue to you the Shares to which you are entitled on or before the earlier of:</p> <ul style="list-style-type: none"> <li>• one month after you have validly accepted the offer or the contract resulting from its</li> </ul>



	<p>acceptance becomes unconditional (whichever is later); and</p> <ul style="list-style-type: none"> <li>• 21 days after the end of the relevant Offer Period, provided that the relevant Offer has become unconditional.</li> </ul>
<b>How do I accept the Offer?</b>	Refer to Section 1.5 of Annexure A, Section 1.5 of Annexure B and the enclosed Acceptance Form.
<b>Will I need to pay any brokerage or stamp duty if I accept the Offers?</b>	<p>If your Anomaly Resources Shares or Anomaly Resources Director Shares are registered in an Issuer Sponsored Holding in your name and you deliver them directly to Gold Aura, you will not incur any brokerage fees or be obliged to pay stamp duty in connection with your acceptances of the Offer(s).</p> <p>If your Anomaly Resources Shares or Anomaly Resources Director Shares are registered in a CHESS Holding, or if you are the beneficial owner whose Anomaly Resources Shares or Anomaly Resources Director Shares are registered in the name of a broker, bank, custodian, or other nominee, you will not be obliged to pay stamp duty by accepting the offer but you should ask your Controlling Participant (usually your broker) or that nominee whether it will charge any transactional fees or service charges in connection with acceptance of the Offer(s).</p> <p>You will likely incur brokerage costs if you sell your Anomaly Resources Shares or Anomaly Resources Director Shares on the NSX.</p>
<b>When do the Offers close?</b>	Both Offers are currently scheduled to close at 7.00pm (EST) on 26 October 2009, unless they are extended or withdrawn.
<b>Can Gold Aura extend the Offer Periods?</b>	Yes, the Offer Periods can be extended at Gold Aura's election, up to a maximum Offer Period of 12 months. Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will be sent written notice of any extension, and the extension will be announced to the ASX and the NSX.
<b>What are the tax implications of acceptance?</b>	A general summary of the Australian tax consequences of accepting the Offers is set out in Section 9 of this Bidder's Statement. Gold Aura recommends that you seek independent professional tax advice in relation to your own particular circumstances.
<b>Can I sell my Anomaly Resources Shares or Anomaly Resources Director Shares on market?</b>	<p>Yes, but you may incur brokerage costs if you do.</p> <p>If you have already accepted the Share Offer in respect of your Anomaly Resources Shares or the Director Share Offer in respect of your Anomaly Resources Director Shares, you will be unable to settle any subsequent sale of your Anomaly Resources</p>

	Shares or Anomaly Resources Director Shares, subject to you being entitled to withdraw your acceptance – see “Can I withdraw my acceptance?” below.
<b>Can I withdraw my acceptance?</b>	<p>Under the terms of the Offers, you cannot withdraw your acceptance except where a withdrawal right arises under the Corporations Act.</p> <p>A withdrawal right will arise under the Corporations Act if an Offer remains subject to one or more defeating conditions (set out in Section 1.9 of Annexure A or Section 1.9 of Annexure B) and, after you have accepted the Offer, Gold Aura varies the Offer in a way that postpones, for more than one month, the time by which Gold Aura needs to meet its obligations under the Offer.</p>
<b>Where do I go for further information?</b>	<p>For all other queries in relation to the Offers, please call (07) 3833 3872 (callers in Australia) or +61 7 3833 3872 (callers outside Australia).</p> <p>Please note that these calls may be recorded.</p>

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## 5. SECTION 5 – PROFILE OF GOLD AURA

### 5.1 Overview of Gold Aura

Gold Aura was admitted to the Official List of ASX on 1 November 2002. Gold Aura's principal activity is the global exploration for world class mineral resources. Its current focus is commencement of gold mining activities at Sao Chico in Brazil, the BacTech Mining Corporation funded joint venture on Fergusson Island in PNG and evaluation of the vein style polymetallic (zinc-tin-copper-silver dominant) mineralisation discovered at Croydon in Queensland, Australia.

### 5.2 Overview of Gold Aura's Projects

This Section 5.2 contains a summary of Gold Aura's projects. Further information on Gold Aura can be obtained from Gold Aura's website ([www.goldaura.com.au](http://www.goldaura.com.au)).

The information contained in the Bidder's Statement relating to exploration results at Gold Aura's Sao Chico, Fergusson Island and Croydon projects is based on information compiled by Mr Ken Chapple, Managing Director of Gold Aura. Mr Chapple is a Member of the Australasian Institute of Mining and Metallurgy and has the relevant experience in relation to the mineralisation being reported upon to qualify as a competent person as defined in the 2004 edition of the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Chapple consents to inclusion in the Bidder's Statement of the matters based on his information in the form and context in which it appears.

#### Sao Chico – Brazil

The current knowledge of the property has provided encouragement for Gold Aura's wholly owned subsidiary in Brazil, in conjunction with the decreed owner, to commence planning for a small scale mining operation as provided for under Brazilian Mining Law. Evaluation of the Sao Chico project for a larger underground operation will also be undertaken at that time. Early indications are that this could be strongly cash positive, with operating costs below US\$200/ounce before our partners 40% Net Profit Interest Royalty payments. All labour, mining equipment and infrastructure can be sourced either locally or from within Brazil.

To date five steeply dipping shear hosted veins have been identified and are covered by up to 5m of alluvial material. These are up to 3m wide and are expected to extend along strike for at least 1,000m at an average width of 1.0m. Small scale alluvial gold mining has been previously undertaken at Sao Chico by garimpeiros (local miners) who have encountered gold grades varying from a trace up to in excess of an ounce per tonne, particularly in the uppermost portion of the veins where supergene (secondary) gold enrichment has occurred.

Recent investigation at Sao Chico has revealed that the veins are weathered to depths of up to 10m below the alluvial cover and are amenable to free digging by excavator. This has prompted a review of the procedure by which the property would be developed. It is now proposed that the veins would initially be open cut mined in the weathered zones in one or two benches down to the commencement of hard rock. As previous and current garimpeiro operations in the weathered portions of the veins at Sao Chico have encountered significant supergene enriched gold development, Gold Aura do Brasil Mineracao Ltda (GOAB) (Gold Aura's Brazilian subsidiary company) is targeting a gold grade of

around 20 g/t. While a grade of 20 g/t is being targeted and that test work to determine if this is achievable will be undertaken, it should be noted that this grade is conceptual in nature and that there has been insufficient work undertaken to date to define a Mineral Resource and it is uncertain if further exploration will result in the determination of a Mineral Resource.

The open cut (and later underground hard rock) operation would be undertaken under an extraction permit (guia de utilizacao) which provides for mining and processing of up to 50,000 tonnes a year of gold ore per year for the term of the exploration licence. It is anticipated that an extraction permit and the required accompanying environmental licence could be granted in time to allow mining to commence by December 2009. Over the expected strike length of the five veins (a combined length of at least 5 km) it is anticipated that there is sufficient tonnage available to sustain the operation at a rate of 50 tonnes per day and increasing to 100 tonnes per day after two months, until at least the end of 2012. Discovery of additional veins under the alluvial cover is considered likely and if this occurs it would extend the potential mine life.

It is proposed that underground hard rock mining would commence in November 2010 at a rate of 50 tonnes per day and increasing to 100 tonnes per day after 6 months. The gold grade obtained by GOAB from surface rock sampling and channel rock sampling from within the shaft and drive developed on the Sao Chico vein has been determined to be around 15 g/t and this is the grade targeted in the underground operation. While a grade of 15 g/t is being targeted and test work to determine if this is achievable will be undertaken, it should be noted that extrapolation of this grade is conceptual in nature and that there has been insufficient work undertaken to date to define a Mineral Resource and it is uncertain if further exploration will result in the determination of Mineral Resource.

It is expected that all required mining and processing equipment is either locally available or available elsewhere within Brazil and could therefore be hired without the need for any significant capital expenditure. Tailings dam capacity is already available and can be readily expanded and there is an ample water supply available from an on-site dam. Access is excellent as the property lies within a cleared farm area and lies along the main arterial road in the region. It is estimated that costs prior to production would be less than US\$450,000, although there would be some final payments associated with the project acquisition.

#### Fergusson Island (PNG) – Gold Aura 67%

Fergusson Island is favourably located within a major zone of world class gold/copper ore bodies (mostly multi-million ounce resources).

Gold Aura has entered into a joint venture agreement with BacTech Gold Corporation (**BGC**), a wholly owned subsidiary of BacTech Mining Corporation (**BacTech**) of Canada, over its Fergusson Island gold project in PNG. BacTech is a world leader in bioleaching, a commercially proven technology and environmentally safe way to treat refractory gold ores like those at Gameta and Wapolu at Fergusson Island.

Under the terms of the new joint venture agreement, for 10% of the project, BGC will issue to Gold Aura 10,000,000 Bactech shares within thirty days after receipt of all regulatory approvals, and either (i) pay to Gold Aura CND\$500,000 or issue to Gold Aura 5,000,000 BacTech shares, 12 months from the date of receipt of regulatory approvals. In addition, BGC will solely fund project expenditure of CND\$1.5m (approximately A\$1.6m) within two years to increase its interest in the

project to 50%. As part of the joint venture agreement, BGC will retain Gold Aura's current exploration management team to continue to manage the exploration and development of the project, until such time as BGC acquires a 50% participating interest. In return, Gold Aura will charge BGC a 12% management fee on the exploration funds expended, while it continues to manage the exploration and development of the project.

During the period of up to two years during which BGC will be sole funding the project BGC may offer to acquire all or part of Gold Aura's interest in the project. During the first year the acquisition price will be CND\$150,000 (approx A\$160,000) for each one percent (this equates to CND\$7m for Gold Aura's remaining 50% interest in the project. The price will be CND\$200,000 (approx A\$212,000) for each one percent in the second year (CND\$10m for Gold Aura's remaining 50% interest). Gold Aura shall have the right to either accept or reject any offer from BGC.

The joint venture with BGC is highly beneficial for Gold Aura as it will significantly improve its liquidity position while at the same time enhancing its investment in the project with a partner committed to funding and developing the project.

BacTech has recently announced that it has received conditional approval from the Toronto Stock Exchange Venture Exchange for the proposed acquisition of a 33% interest in two gold deposits in PNG from Yamana Gold Inc. Gold Aura is encouraged by this announcement as it indicates:

- (a) the acquisition by BacTech of a 33% interest in the Fergusson Island joint venture is proceeding and is now nearing completion;
- (b) upon completion BacTech will commence sole funding (CND\$1.5 million) of the evaluation program; and
- (c) upon completion BacTech will issue 10,000,000 Bactech shares to Gold Aura and also pay to Gold Aura CND\$500,000 or issue a further 5,000,000 Bactech shares to Gold Aura after twelve months.

In discussions between BacTech and Gold Aura, it was decided that BacTech should begin its initial work commitment by focusing on bioleach amenability work prior to any additional drilling taking place. The value of the assets could be enhanced through successful bioleach test work, thereby removing any potential metallurgical issues that might exist.

#### Croydon (Queensland, Australia) – Gold Aura 100%

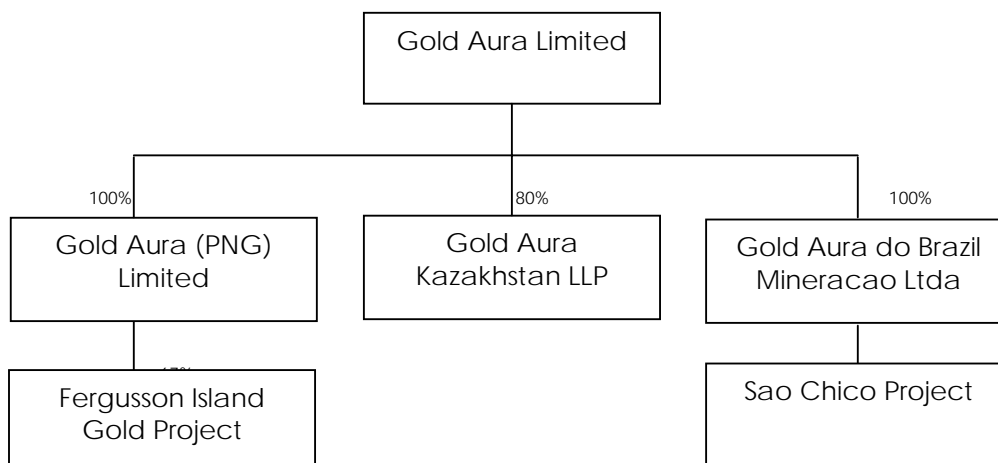
It is considered that the Croydon Zinc project area lies within an undercover extension of the world class Mt Isa mineral province that hosts world class mines (such as Mt Isa, Century, Ernest Henry, Cannington) and world class resources (such as Dugald River and Rocklands) and this theory will be tested by proposed research work. If this interpretation is correct, the Croydon Zinc project area holds considerable potential for the discovery of further mineral occurrences. The research work will involve geological mapping, rock type correlations, age dating, petrological studies and identification of mineralisation styles.

Detailed investigation of the data generated from exploration at aeromagnetic Anomalies A1 and A2 within the Croydon Zinc project area, undertaken in conjunction with the CODES Centre of Excellence, University of Tasmania, has established the following:

1. The mineralogy is typical of that displayed in granite-associated, economic, tin mineralised systems.
2. These systems are characterised by tin/sulphide mineralisation developed within and immediately adjacent to a granite source and the development of separate zones of base metal (+/- gold) mineralisation developed distal to the granite source. Vein systems distal to the granite source commonly contain magnetic pyrite (pyrrhotite - as at Anomalies A1 and A2).
3. Economic tin systems of this type have been mined at the world class Renison Tin Mine in Tasmania (previously the largest underground tin mine in the world) and at several locations in Bolivia. Base metal resources (particularly zinc) in the Zeehan area of Tasmania are believed to be related to this granite related mineralisation style.
4. Anomalies A1 and A2 are associated with low order residual gravity anomalism which is interpreted to be reflecting the presence of the higher density polymetallic veining
5. While previously it had been interpreted that the granite source was at depth below the deepest drill intersection, an alternative interpretation is that the granite source is located laterally to the area drilled. In particular, the high priority residual gravity anomalies (G1 and G3) that lie adjacent to the area drilled may specifically represent high density tin/sulphide mineralised uppermost lobes of the granite source (but not the main granite body which would have an overall negative gravity response) and this forms the basis for the updated mineralisation model.
6. Specifically these gravity anomalies are located some 5.0 km to the north-west of Anomaly A2 (G1) and some 4.0 km to the east-south-east of Anomaly A2 (G3).
7. Under either interpretation, the gravity anomalies are considered to offer the optimum targets for drill testing.

### 5.3 Ownership and Structure of Gold Aura

The structure of the Gold Aura group of companies is shown below:



#### 5.4 Directors of Gold Aura

Details of the responsibilities and experience of the Gold Aura Directors (as at the date of this Bidder's Statement) are set out in Gold Aura's Annual Report, a copy of which is available on request or from the ASX website.

Brief summaries of the Gold Aura Directors are set out below.

**Greg Starr**  
***Non- Executive Chairman***

Greg Starr has over twenty years experience in corporate financial management, with the last seventeen years focused on the resources and mining sector including his most recent appointment as Chief Executive Officer and President of Golden China Resources Corporation, and previously as Chief Executive Officer of Michelago Limited and Chief Executive Officer of Emperor Mines Limited. Greg is a member of the Australian Society of Certified Practicing Accountants, a fellow of the Association of Chartered Certified Accountants (UK) and a member of the Australian Institute of Company Directors.

**Ken Chapple**  
***Managing Director***

Ken Chapple is responsible for the management of the Company, the Company's exploration program and new project evaluation. Ken is a geologist with 30 years experience in gold and other minerals exploration with both BHP and junior resource companies. Ken has an ability to quickly appraise the potential of a new project and to successfully supervise exploration over existing projects. He is responsible for the discovery of the Gameta Gold project at Fergusson Island, PNG.

**James Collins-Taylor**  
***Non-Executive Director***

James Collins-Taylor has extensive corporate finance experience and has been involved in a number of major transactions involving companies listed on the London and Hong Kong Stock Exchanges. He has also overseen and been involved in a number of significant acquisitions, sales and financial investigations.

#### 5.5 Proposed Directors of Gold Aura

On completion of the Offers the existing directors of Anomaly Resources will be appointed to the board of directors of Gold Aura.

Brief summaries of the proposed additional Gold Aura Directors are set out below.

**Peter Macnab**  
***Non-Executive Director / Exploration Director***

Mr. Macnab is a qualified geologist and has worked in PNG as a government geologist, prospector, geological contractor and consultant. He has participated in or is solely responsible for a number of major discoveries including the Frieda River copper/gold deposits, Misima Mines Limited's open pit gold mine, the Wafi copper/gold deposits, the Simberi gold deposits, and the Laddam gold mine on Lihir Island. He has also worked for ASX-listed Pacific Arc Explorations NL and Muswellbrook Energy and Minerals Pty Ltd (both as Exploration director) and Alberta Stock Exchange – listed Indo Pacific Resources

Ltd (President and CEO). He is currently Chairman and Director of Exploration of Anomaly Resources.

**Thomas Fermanis**  
***Non-Executive Director***

Mr. Fermanis has 18 years experience in the stockbroking industry and has been an investment advisor for 15 years. He is widely experienced in the equities market with particular emphasis on the resources sector. He has also been involved in mineral exploration in PNG. Mr. Fermanis is a non-executive director of Anomaly Resources.

**Robert McLean**  
***Executive Director***

Mr. McLean has worked as a consultant geologist based in South East Asia for the last 16 years. He specialises in exploration and project management for gold and base metals and has worked in several Asian countries as well as in Australia and Latin America. He operated his own geological consultancy in Hanoi, Vietnam from 1996 to 2002 and then was Senior Geological Consultant and South East Asia Manager for CSA Australia until joining Anomaly Resources in August 2007. Mr. McLean is Managing Director of Anomaly Resources.

**Sinton Spence**  
***Non-Executive Director***

Mr. Spence is a chartered accountant based in PNG and the principal of Sinton Spence Chartered Accountants which he established in 1987 and which is now PNG's largest independent accounting firm. He provides advice and assistance to foreign companies seeking to establish a corporate presence in PNG and is a director of a number of PNG and Australian companies including Shell Oil Exploration and Production PNG Ltd. Mr. Spence is a non-executive director of Anomaly Resources.

## **5.6 Information about Gold Aura Securities**

(a) Gold Aura Shares

At the date of this Bidder's Statement, Gold Aura has 239,649,833 Gold Aura Shares on issue. Further information about Gold Aura Shares is provided in Section 11.5 of this Bidder's Statement.

(b) Gold Aura Options

As at the date of this Bidder's Statement, Gold Aura has 85,047,353 listed Gold Aura Options and 2,000,000 unlisted Gold Aura Options on issue. The details of the Gold Aura Options are as follows:

Number	Exercise Price	Expiry Date
85,047,353	3 cents	30 June 2012
2,000,000	4 cents	1 April 2013



(c) Gold Aura Convertible Notes

As at the date of this Bidder's Statement, Gold Aura had 1,840 Gold Aura Convertible Notes on issue. The details of the Gold Aura Convertible Notes are as follows:

**Face Value:** \$500 each.

**Security:** Unsecured.

**Maturity date:** 14 July 2011.

**Interest:** Payable 6 monthly in arrears at the rate of 10% per annum with the first interest payment due on 15 January 2010.

**Redemption:** Each Gold Aura Convertible Note, provided it has not been converted to Shares in accordance with its terms, will be redeemed at face value (\$500) at the earlier of the maturity date (14 July 2011) or 6 months following an announcement to ASX that the proposed takeover of Anomaly Resources by Gold Aura will not proceed.

**Conversion:** Subject to Shareholder approval, each Gold Aura Convertible Note converts into 20,000 Gold Aura Shares at the election of Gold Aura either on the maturity date (14 July 2011) or at any time before the maturity date where the Gold Aura Share price has been in excess of 3.25 cents (i.e. 130% of the conversion price of 2.5 cents) for more than 20 consecutive Business Days and on maturity

Gold Aura may issue further Gold Aura Convertible Notes to raise further funds.

## 5.7 Loan Agreement

Under the terms of the Merger Implementation Agreement:

- (i) Gold Aura will lend to Anomaly Resources:
  - (a) \$100,000 from the first \$600,000 of Gold Aura Convertible Notes issued; and
  - (b) \$3.00 for every \$8.00 worth of Gold Aura Convertible Notes up to \$400,000 worth of Gold Aura Convertible Notes issued after that; and
- (ii) in the event Gold Aura raises in excess of \$1 million from the Gold Aura Convertible Notes issue Gold Aura and Anomaly Resources will consult as to what proportion of the amount in excess of \$1 million Gold Aura will lend to Anomaly Resources, and in the absence of agreement Gold Aura will lend 50% of the amount in excess of \$1 million.

The purpose of the Loan is to maintain Anomaly Resources' PNG assets in good standing. Interest will be payable on the Loan 6 monthly in arrears at the rate of 10% per annum. The Loan will be unsecured and repayable at the earlier of 2 years or 6 months following an announcement to ASX that the Takeover Bid will not complete.

## 5.8 Shareholders of Gold Aura

As at 10 September 2009, there were approximately 1,824 Gold Aura Shareholders.

As at 10 September 2009, the top ten Gold Aura Shareholders were:

Gold Aura Shareholder	Number of Gold Aura Shares	% of Gold Aura Shares
ANZ Nominees Limited <Cash Income A/c>	18,849,251	7.87
Alcardo Investments Limited < Styled 102501 A/c>	11,594,994	4.84
National Nominees Limited	7,666,669	3.20
Martin Place Securities Staff S/F Pty Ltd <MPSSF No.2 A/c>	6,875,000	2.87
WHI Securities Pty Ltd <Crown Credit Corporation A/c>	5,900,000	2.46
Monk Nominees Pty Ltd <Monk Super Fund A/c>	5,725,000	2.39
Gregory Barry Starr	5,000,000	2.09
WHI Securities Pty Ltd <Crown Credit Corporation A/c>	4,100,000	1.72
Austock Nominees Pty Ltd <Custodian A/c>	3,458,253	1.44
Tuxedo Investments Pty Ltd	3,105,000	1.30
Bigson Pty Ltd <Mike Gibson Super A/c>	2,838,222	1.18
<b>Total</b>	<b>71,012,389</b>	<b>29.63</b>

## 5.9 Trading in Gold Aura Shares

Gold Aura Shares are quoted on ASX (ASX Code: GOA).

Set out below is a table showing relevant trading prices of Gold Aura Shares on ASX:

Comparative trading period*	Price of Gold Aura
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	Shares
Highest trading price in the 4 months prior to the date this Bidder's Statement was lodged with the ASIC	\$0.04
Lowest trading price in the 4 months prior to the date this Bidder's Statement was lodged with the ASIC	\$0.009
Closing trading price on the date Gold Aura announced the Takeover Bid	\$0.017
Last available closing sale price of Gold Aura Shares on ASX prior to the date this Bidder's Statement was lodged with the ASIC	\$0.038

### 5.10 Changes to Capital

Outlined below is the capital structure of Gold Aura assuming completion of the Offers.

The actual number of Gold Aura Shares on issue will depend upon the number of acceptances of the Offers and the effect of rounding of fractional entitlements (which will be rounded up to the nearest whole number).

#### Assuming 100% acceptance of the Offers

Gold Aura Shares	Number
Gold Aura Shares currently on issue <sup>1</sup>	239,649,833
Takeover Consideration (assuming 100% acceptance of Share Offer)	233,230,628
Takeover Consideration (assuming 100% acceptance of Director Share Offer)	150,000,030
<b>TOTAL</b>	<b>622,880,491<sup>2</sup></b>

<sup>1</sup> Subject to approval by Gold Aura Shareholders at the General Meeting an additional 5,000,000 Gold Aura Shares and 1,500,000 Gold Aura Shares will be issued to directors of Gold Aura, Greg Starr and James Collins-Taylor respectively, in which case there would be 629,380,491 Gold Aura Shares on issue.

<sup>2</sup> In the event all convertible notes on issue were converted (and the Gold Aura Shares referred to note 1 were issued), there would be 666,180,491 Gold Aura Shares on issue.

Gold Aura Options	Number
Listed Gold Aura Options currently on issue	

(exerciseable at 3 cents on or before 30 June 2012)	85,047,353
Unlisted Gold Aura Options currently on issue (exerciseable at 4 cents on or before 1 April 2013)	2,000,000
Takeover Consideration	Nil
<b>TOTAL</b>	<b>87,047,353</b>

<b>Gold Aura Convertible Notes</b>	<b>Number</b>
Gold Aura Convertible Notes currently on issue	1,840
Takeover Consideration	Nil
<b>TOTAL</b>	<b>1,840</b>

#### 5.11 Effect on substantial shareholders of Gold Aura on completion of the Offers

The acquisition of Anomaly Resources will impact the substantial shareholders of Gold Aura. Based on current shareholdings known to Gold Aura, the table below summarises the expected substantial shareholders of Gold Aura on completion of the Offers (assuming 100% acceptances).

<b>Name</b>	<b>Number of Gold Aura Shares held on completion of the Offers</b>	<b>Current relevant interest (%)</b>	<b>Relevant Interest on completion of the Offers (%)</b>
Terenure Limited <Triple Plate Junction A/C>	50,000,003	0%	8.03%
Thomas Fermanis	56,250,008	0%	9.03%
Maureen Kialli	56,250,000	0%	9.03%
Sinton Spence	56,250,008	0%	9.03%
Robert McLean	56,250,008	0%	9.03%

#### 5.12 Directors' Relevant Interests post completion of Offers

As at the date of this Bidder's Statement no Director holds a relevant interest in any Anomaly Resources Shares or Anomaly Resources Director Shares.

Assuming 100% acceptance of the Offers, the relevant interests of the Directors will be as set out below (assuming no options are exercised):

Name	Number of Gold Aura Shares held pre Offers	Relevant Interest pre Offers	Number of Gold Aura Shares held post Offers	Relevant interest post Offers
Greg Starr <sup>1</sup>	5,000,000	2.09%	5,000,000	0.80%
Ken Chapple	2,863,616	1.19%	2,863,616	0.46%
James Collins-Taylor <sup>2</sup>	1,236,404	0.52%	1,236,404	0.20%

<sup>1</sup> Subject to approval by Gold Aura Shareholders at the General Meeting an additional 5,000,000 Gold Aura Shares will be issued to Greg Starr. In this event (and assuming the Gold Aura Shares referred to in note 2 are also issued) Greg Starr would have a relevant interest post Offers of 1.59%.

<sup>2</sup> Subject to approval by Gold Aura Shareholders at the General Meeting an additional 1,500,000 Gold Aura Shares will be issued to James Collins-Taylor. In this event (and assuming the Gold Aura Shares referred to in note 1 are also issued) James Collins-Taylor would have a relevant interest post Offers of 0.43%.

Assuming 100% acceptance of the Offers, the relevant interests of the directors of Anomaly Resources (who will be appointed as directors of Gold Aura) will be as set out below (assuming no options are exercised).

Name	Number of Gold Aura Shares held pre Offers	Relevant Interest pre Offers	Number of Gold Aura Shares held post Offers	Relevant interest post Offers
Thomas Fermanis	NIL	0%	56,250,008	9.03%
Peter Macnab	NIL	0%	56,250,008*	9.03%
Robert McLean	NIL	0%	56,250,008	9.03%
Sinton Spence	NIL	0%	56,250,008	9.03%

\* to be held through Maureen Kiali

### 5.13 Financial Information

Section 8 of this Bidder's Statement contains an unaudited but reviewed balance sheet of Gold Aura as at 31 December 2008.

Gold Aura is an exploration company. Given the speculative nature of exploration mineral development and production, there are significant uncertainties associated with forecasting future revenues. On this basis, the Directors believe that reliable forecasts cannot be prepared and accordingly have not included forecasts in this Bidder's Statement.

### 5.14 Website

Gold Aura maintains a website, [www.goldaure.com.au](http://www.goldaure.com.au), which contains further information about Gold Aura and its operations.

## 5.15 Further Information

As a company whose shares are quoted on ASX, Gold Aura is a disclosing entity and, as such, is subject to regular reporting and disclosure obligations. Copies of all documents lodged with the ASIC in relation to Gold Aura may be obtained for a fee from, or inspected at, an office of the ASIC.

As permitted by ASIC Class Order 01/1543, this Bidder's Statement contains statements which are made, or based on statements made, in documents lodged with the ASIC or ASX. The Class Order permits certain statements to be included in this Bidder's Statements without the consent of the person to whom the statement was attributed where the statement was made in a document lodged with the ASIC or ASX.

Pursuant to the Class Order, Gold Aura will provide a copy of the documents referred to below, free of charge, to any person who asks for them during the Offer Period:

- (a) Gold Aura's 2008 Annual Report containing the financial statements for the period ended 30 June 2008 (being the latest annual financial report containing the financial statements for a financial year most recently lodged with the ASIC in relation to Gold Aura before the date of this Bidder's Statement);
- (b) Gold Aura's 2009 Interim Half Year Financial Report containing the financial statements for the period ended 31 December 2008 (being the latest half yearly financial report containing the financial statements for a financial year most recently lodged with the ASIC in relation to Gold Aura before the date of this Bidder's Statement); and
- (c) all documents and announcements used to notify ASX of information relating to Gold Aura under the provisions of the Listing Rules since lodgement of its 2008 audited annual financial statements, being the documents set out in Annexure C to this Bidder's Statement.

There is no information which has been excluded from a continuous disclosure notice in accordance with the Listing Rules or in the Bidder's Statement that Anomaly Resources Shareholders and Anomaly Resources Director Shareholders and their professional advisers would reasonably require for the purpose of making an informed assessment of:

- (a) the assets and liabilities, financial position and performance, profits and losses and prospects of Gold Aura; or
- (b) the rights and liabilities attaching to the Gold Aura Shares to be issued pursuant to the Offers.

## 5.16 Dividend Policy

Gold Aura has historically not paid any dividends because its business has not generated sufficient profits. Moving forward, Gold Aura's dividend policy will be determined by the board of directors. No assurance can be given as to the timing or amount of future dividends. There are many factors which will influence any dividends declared by Gold Aura, including the amount of profit (if any) available for distribution (which itself is dependent on a number of variables) and the need for Gold Aura to retain earnings to meet the costs of capital expenditure or other expenses.

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## **6. SECTION 6 – PROFILE OF ANOMALY RESOURCES**

### **6.1 Disclaimer**

This overview of Anomaly Resources and all financial information concerning Anomaly Resources contained in this Bidder's Statement has been prepared by Gold Aura using publicly available information, adjusted where considered appropriate by Gold Aura based on Gold Aura's industry knowledge and expertise.

The information in this Bidder's Statement concerning Anomaly Resources has not been independently verified. Gold Aura does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of this information.

The primary sources of information about Anomaly Resources used by Gold Aura were as follows:

- (a) Anomaly Resources' Annual Report for the period ending 30 June 2008;
- (b) Anomaly Resources' Half Year Report for the 6 months ending 31 December 2008;
- (c) press releases and NSX announcements made by Anomaly Resources in the past 12 months;
- (d) other publicly released information in relation to Anomaly Resources; and
- (e) Gold Aura's own knowledge and industry expertise.

Further information relating to Anomaly Resources is expected to be included in the target's statement which Anomaly Resources must provide to its shareholders.

### **6.2 Overview of Anomaly Resources**

Anomaly Resources is an Australian gold and copper exploration company which was incorporated on 3 May 2007 and admitted to the National Stock Exchange of Australia (**NSX**) with official quotation commencing on 20 March 2008. The Anomaly Resources Board of Directors has a strong technical background and extensive experience in PNG. Since listing on the NSX Anomaly Resources has conducted extensive exploration programmes focusing on the Crater Mountain project located in the Eastern Highlands Province of PNG which is the most advanced of its projects.

### **6.3 Overview of Anomaly Resources' Projects**

This Section 6.3 contains a summary of Anomaly Resources' projects. Further information on Anomaly Resources can be obtained from Anomaly Resources' website ([www.anomalyresources.com.au](http://www.anomalyresources.com.au)).

The information contained in the Bidder's Statement relating to exploration results at Anomaly Resources' Crater Mountain and Bogia projects is based on information compiled by Mr Robert McLean, Managing Director of Anomaly Resources. Mr McLean is a Member of the Australasian Institute of Mining and Metallurgy and has the relevant experience in relation to the mineralisation being reported upon to qualify as a competent person as defined in the 2004

edition of the Australasian Code of Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr McLean consents to inclusion in the Bidder's Statement of the matters based on his information in the form and context in which it appears.

### Crater Mountain Project

Crater Mountain is an advanced exploration project with potential to host a world class gold deposit. The project comprises three contiguous exploration Licences (EL 1115, EL 1353 and EL 1384) which cover over 300 km<sup>2</sup> of an eroded Pliocene age volcano in the PNG Highlands approximately 50 kms southwest of Goroka. Crater Mountain is located in the New Guinea Orogen, a geological province which hosts a number of very large CU-Au deposits including Grasburg/Ertsburg, Ok Tedi, Porgera, Mt Kare, Freida River, Nena, Yandera, Kainantu, Wafi Creek, Hidden Valley, Kerimenge, Hamata and the Morobe Goldfields.

Anomaly Resources entered into a joint venture with AIM-listed Triple Plate Junction plc (**TPJ**) and its minority partners whereby Anomaly Resources assumed the role of Project Manager and will earn a minimum seventy percent holding in the project by issuing one million dollars (AUD) in scrip to TPJ to purchase an initial 25% equity and completing two phases of exploration. Anomaly Resources has issued the scrip and completed the first phase earning program and currently holds 51% equity in the Crater Mountain project. A further expenditure of A\$900,000 will increase its ownership to 70%. This expenditure will commence in the second half of 2009 and is expected to be completed following the merger with Gold Aura.

Exploration by Anomaly Resources commenced prior to listing in March 2008 in accordance with the Joint Venture Agreement for the Crater Mountain project and has been continuous since that date. Four areas of gold mineralisation and alteration have been outlined at Crater Mountain, the most advanced of which is the Nevera Prospect.

### *Nevera Prospect*

Work programs by previous explorers have all returned widespread gold in soils and rock chip sampling centered on the Nevera Intrusive Complex, a discrete dacitic volcanic – diatreme intrusive complex outcropping over one square kilometre on the northern margin of the Crater Mountain andesitic volcanics. Sixteen wide-spaced holes have been drilled at Nevera to date and all have intersected gold mineralisation. The average weighted grade for all drilling at Nevera (including internal waste zones) is 0.36 g/t Au which demonstrates the large amount of gold potentially present in the intrusive-volcanic system.

Within the Nevera Complex a high-grade near surface gold zone was discovered by trench sampling with results including:

48 m at 10.20 g/t AU,	26.5 m at 6.27 g/t AU,
45m at 2.90 g/t Au,	35 m at 3.10 g/t Au.

The mineralisation is interpreted to be supergene, having been remobilised from a deeper source during weathering. This high-grade zone has been the site of artisanal mining operations since 2005 with annual production estimated (by local gold buyers) at 50 kg of gold (1,600 Oz).

The only two holes drilled in the artisanal mining area (Nev 04 and Nev 09) were both collared to the west of the zone and although both intersected gold



mineralisation (as listed below), neither fully tested the zone nor intersected the underlying mineralised diatreme-sediment contact zone discovered in other drill holes.

NEV 04; 106 metres at 0.50 g/t Au including 2 metres at 7.65 g/t Au

NEV 09; 17.8 metres at 1.94 g/t Au.

Significant widths of gold mineralisation were intersected on the intrusive diatreme-sediment contact in 5 drill holes approximately 300 metres east of the artisanal mining zone. The contact is highly ruptured and brecciated and hosts significant widths of gold mineralisation in both the diatreme and adjacent sediment. Consultant geologist Terry Leach recognised two phases of mineralisation in this zone and described it as typical carbonate-base metal type gold mineralisation concentrated on a diatreme margin similar to that at Wafi Creek. The intersections in the five holes to date which intersected the contact zone are listed below:

NEV 02; 121 metres at 1.77 g/t AU.

NEV 05; 151 metres at 1.38 g/t AU, including 24 metres at 6.55 g/t AU

NEV 08; 178 metres at 1.30 g/t Au, including 32 metres at 2.76 g/t AU

NEV 10; 129 metres at 0.61 g/t Au, including 25 metres at 1.60 g/t AU

NEV 11; 205 metres at 0.86 g/t Au, including 25.5 metres at 2.36 g/t AU

The Nevera diatreme is estimated to be one kilometre in diameter thus there is an approximate three kilometres of prospective contact zone around the circumference of the diatreme. Mineralisation on the contact zone intersected by drilling to date is up to 150 metres wide and open along strike and at depth. The next phase of exploration will target a 700m section of the contact zone adjacent to and below the artisanal mining zone. It is thought likely there is another mineralised structure below the artisanal mining zone and above the target contact zone which is the source of the supergene gold at the artisanal mining zone. This will provide a second target which can be drill tested concurrently in this area.

Anomaly Resources also plans to initiate a small to medium scale mining operation at the artisanal mining zone utilising a simple crushing and gravity circuit while drilling the underlying target zones. Total operating costs for the small scale mining are estimated to be approximately USD 200/oz.

The Nevera Prospect contains outstanding drill targets with significant potential for the discovery of a multi million ounce world class ore body, as well as a high grade gold zone at surface which could be exploited in the short term. Three other advanced prospects with gold mineralisation and similar geology to Nevera have been identified in the Crater Mountain tenements but have never been drill tested.

### Bogia Project

Anomaly Resources' second project, Bogia is 100% owned by Anomaly Resources and is located on the north coast of PNG and can be accessed by good quality all weather roads. Work conducted by PNG's Geological Survey outlined seven zones prospective for copper-gold mineralisation. Initial exploration by Anomaly Resources has been confined to just one of the prospects, Niapak, where reconnaissance mapping has identified altered porphyritic diorite and a crackle breccia zone in the foot wall of a low angle fault. Local artisanal miners are recovering coarse grained alluvial gold from creeks adjacent to the breccia zone. Stream sediment sampling returned up to 0.77 g/t Au in minus 80 mesh samples and sampling along the strike of the low-

angle fault returned encouraging results including a rock chip sample of 2.2 g/t Au. Exploration is at an early stage.

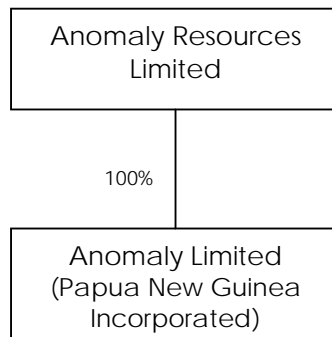
#### 6.4 Anomaly Resources Board of Directors

As at the date of this Bidder's Statement, the directors of Anomaly Resources are:

- (a) Mr Peter Macnab – Non-executive Chairman;
- (b) Mr Robert Mclean – Managing Director;
- (c) Mr Sinton Spence – Non-executive Director; and
- (d) Mr Thomas Fermanis – Non-Executive Director.

#### 6.5 Group Structure of Anomaly Resources

The group structure is shown below:



#### 6.6 Information about Anomaly Resources securities

##### (a) Anomaly Resources Shares

As at 14 September 2009:

- (i) Anomaly Resources had 31,097,417 Anomaly Resources Shares on issue; and
- (ii) there were approximately 84 Anomaly Resources Shareholders.

The top ten Anomaly Resources Shareholders as at the date of this Bidder's Statement were as follows:

Anomaly Resources Shareholder	Number of Anomaly Resources Shares	% of Anomaly Resources Shares
Terenure Limited <Triple Plate Junction A/C>	6,666,667	21.44
Martin Place Securities Nominees Pty Ltd	4,330,000	13.92
Mr Thomas Mark Fermanis	2,500,000	8.04

Ms Maureen Kiali	2,500,000	8.04
Mr Robert McLean	2,500,000	8.04
Mr Sinton Spence	2,500,000	8.04
Pagodatree Investments Limited	1,334,000	4.29
Mr Arthur G Smedley	1,270,000	4.08
Australian Heritage Group Pty Ltd	660,000	2.12
Mr Michael Eyal	333,333	1.07
<b>Total</b>	<b>24,594,000</b>	<b>79.08</b>

(b) **Anomaly Resources Director Shares**

As at the date of this Bidder's Statement, Anomaly Resources had 20,000,004 Anomaly Resources Director Shares on issue held by the following parties:

<b>Anomaly Resources Director Shares</b>	<b>Number of Anomaly Resources Director Shares</b>	<b>% of Anomaly Resources Director Shares</b>
Mr Thomas Mark Fermanis	5,000,001	25
Ms Maureen Kiali <sup>1</sup>	5,000,000	25
Mr Robert McLean	5,000,001	25
Mr Sinton Spence	5,000,001	25
Mr Peter Macnab	1	0
<b>Total</b>	<b>20,000,004</b>	<b>100</b>

1. Mr Peter Macnab holds a relevant interest in these Anomaly Resources Shares as he directed his entitlement to be held by his partner Ms Maureen Kiali.

## 6.7 Change in Anomaly Resources' financial position

Other than as disclosed in this Bidder's Statement, Gold Aura is not aware of there being any material change in the financial position of Anomaly Resources since the lodgement with NSX on 12 March 2009 of Anomaly Resources' half year financial report for the 6 months ended 31 December 2008.

## 6.8 Website

Anomaly Resources maintains a website, [www.anomalyresources.com.au](http://www.anomalyresources.com.au), which contains further information about Anomaly Resources and its operations.

## **6.9 Further Information on Anomaly Resources**

As a company whose shares are quoted on NSX, Anomaly Resources is a disclosing entity and, as such, is subject to regular reporting and disclosure obligations. A substantial amount of information concerning Anomaly Resources has previously been notified to NSX and is therefore publicly available.

Anomaly Resources Shareholders and Anomaly Resources Director Shareholders may obtain or inspect a copy of documents lodged with the ASIC at an office of the ASIC or of documents lodged with NSX at an office of NSX. In addition, on request to Anomaly Resources and free of charge, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders may obtain a copy of, or inspect, any documents referred to in this Bidder's Statement which have been lodged with the ASIC or given to NSX or which have already been published in a book, journal or comparable publication.

The NSX announcements made by Anomaly Resources to NSX since the date of lodgement of Anomaly Resources' 2008 Annual Report containing the financial statements for the period ended 30 June 2008 (being the latest annual financial report containing the financial statements for a financial year most recently lodged with the ASIC in relation to Anomaly Resources and before the date of this Bidder's Statement), are set out in Annexure D to this Bidder's Statement.

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## **7. SECTION 7 – RATIONALE FOR OFFERS AND INTENTIONS OF GOLD AURA**

### **7.1 Rationale for the Offers**

Gold Aura believes that there are a number of key strategic and financial benefits that will arise from the successful acquisition of Anomaly Resources by Gold Aura. These include:

- (a) combining complementary assets such as the potentially large long life asset of the Crater Mountain project with the smaller expected lower cost cash flow Sao Chico project;
- (b) greater access to development finance for an entity with an increased size and more attractive asset mix which would enable Gold Aura to bring forward its production plans for the Sao Chico project;
- (c) possible synergies associated with combining operations of the companies including cost savings through consolidating corporate costs and the simplification of both company's ownership structure;
- (d) greater exposure to the gold price through Anomaly Resources' Crater Mountain project; and
- (e) increasing the Merged Entity's technical expertise enhancing the operational capability for all three key projects: Crater Mountain, Sao Chico and Fergusson Island.

### **7.2 Approach and Intentions of Gold Aura**

This Section 7 sets out the intentions of Gold Aura on the basis of facts and information concerning Anomaly Resources which are known to Gold Aura at the date of this Bidder's Statement. However, Gold Aura will only reach final decisions in light of material facts and circumstances at the relevant time. Accordingly, the statements set out in this Section 7 are statements of current intentions only which may vary as new information becomes available or circumstances change.

The Offers are conditional on acceptance by Anomaly Resources Shareholders holding greater than 90% of Anomaly Resources Shares pursuant to the Share Offer and acceptance by Anomaly Resources Director Shareholders holding greater than 90% of Anomaly Resources Director Shares pursuant to the Director Share Offer.

### **7.3 Intentions upon acquisition of 90% or more of the Anomaly Resources Shares and Anomaly Resources Director Shares**

This Section describes Gold Aura's intentions if Gold Aura and its associates have acquired a relevant interest in 90% or more of the Anomaly Resources Shares and Anomaly Resources Director Shares and so becomes entitled to proceed to compulsory acquisition of the outstanding Anomaly Resources Shares and Anomaly Resources Director Shares which it is entitled to compulsorily acquire in accordance with Part 6A.1 of the Corporations Act.

- (a) Compulsory Acquisition

Gold Aura intends to proceed with the compulsory acquisition of any Anomaly Resources Shares or Anomaly Resources Director Shares not

acquired under the Offers which it is entitled to compulsorily acquire in accordance with the Corporations Act.

(b) Directors

The directors of Gold Aura will appoint the current directors of Anomaly Resources as additional directors of Gold Aura on completion of the Offers to represent the interests of former Anomaly Resources Shareholders.

Gold Aura may replace some or all members of the Anomaly Resources Board and of any company in respect of which Anomaly Resources has nominee directors with its own nominees.

(c) NSX Listing

After the conclusion of the compulsory acquisition process, Gold Aura intends to arrange for Anomaly Resources to be removed from the official list of NSX (subject to obtaining any required approval from NSX).

(d) Operations and assets

Gold Aura has not completed an assessment of what changes, if any, will be made to Anomaly Resources' operations.

At the end of the Offer Period, Gold Aura will conduct an immediate review of Anomaly Resources' operations on both a strategic and financial level to determine mechanisms for improving the performance and return to shareholders and realise any potential operational and financial synergies available to the Merged Entity.

The extent of the review is not able to be determined at this stage, although it is likely to involve some, or all, of the following:

- (i) identifying and assessing the prospectivity and exploration potential of Anomaly Resources' assets and how best to assign resources to undertake detailed exploration; and
- (ii) eliminating duplication of functions where it is economical to do so.

The key objective of this review will be to ascertain the extent of any possible synergies which may be available to the Merged Entity and to the extent synergies are available, to assess the most efficient mechanism to access those synergies.

(e) Employees

The status of Anomaly Resources' existing employees will be considered as part of the review outlined in Section 7.3(d) above. Gold Aura intends to combine Anomaly Resources' corporate head office functions with those of Gold Aura. Gold Aura will make decisions regarding senior management positions following the general operation review referred to above.

Gold Aura will seek to retain operational experience inherent in Gold Aura's and Anomaly Resources' existing staff. However, where Gold Aura decides there is a duplication, then the role will be filled by the

best candidate in the opinion of the Gold Aura management. Gold Aura will consider whether there are opportunities elsewhere in the Merged Entity for those employees who may become redundant as part of the combining of management groups. As a result of the implementation of these intentions, it is possible that certain operational functions will become redundant. Some redundancies may occur as a result, however the incidence, extent and timing of such job losses cannot be predicted in advance. If redundancies do occur, the relevant employees will receive benefits in accordance with their contractual and other legal entitlements.

#### **7.4 Intentions regarding Anomaly Resources A, B and C Class Shares**

It is a condition of the Offers that the holders of the Anomaly Resources A, B and C Class Shares enter into agreements on terms reasonably acceptable to Gold Aura pursuant to which the Anomaly Resources A, B and C Class Shares will be cancelled. Such cancellation will itself be conditional on the minimum acceptance condition to the Offers of 90% being satisfied.

#### **7.5 Other Intentions**

Except for the changes and intentions set out in this Section 7 and subject to the outcome of the review outlined in Section 7.3(d) above, it is the present intention of Gold Aura (based on the information presently available to it) to:

- (a) continue to hold the key assets of Anomaly Resources and maintain its business in substantially the same manner as it is presently being conducted;
- (b) not make any major changes to the business or assets of Anomaly Resources and not redeploy any of the fixed assets of Anomaly Resources; and
- (c) continue the employment of the majority of Anomaly Resources' employees.

#### **7.6 Limitations in giving effect to intentions**

The ability of Gold Aura to implement the intentions set out in this Section 7 will be subject to the legal obligations of the directors of Gold Aura to have regard to the interests of Anomaly Resources and its members, and the requirements of the Corporations Act and the Listing Rules relating to transactions between related parties and conflicts of interests. Gold Aura will only make a decision on the abovementioned courses of action following legal and financial advice in relation to those requirements.

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## 8. SECTION 8 – FINANCIAL INFORMATION

### 8.1 Overview

This Section contains pro forma balance sheets for Anomaly Resources and Gold Aura which have been prepared on the assumptions and specified and extracted from published financial information in Gold Aura's and Anomaly Resources' half-year financial report for the 6 months ended 31 December 2008.

The pro forma balance sheet of the Merged Entity presents Gold Aura's financial position as at 31 December 2008 as if Gold Aura had acquired 100% of Anomaly Resources on that date.

Acquisition accounting entries have been based on the terms of the Offers and the assumptions set out at the end of the balance sheet in order to arrive at an unaudited pro-forma consolidated balance sheet for the Merged Entity as at 31 December 2008.

The Directors of Gold Aura will undertake a comprehensive assessment of the fair value of the assets and liabilities acquired after completion of the Offers.

The pro-forma balance sheet is indicative only. The Directors of Gold Aura have drawn their own conclusions based on the known facts and other publicly available information. If the facts, circumstances, assumptions or other information should prove to be different to that described, the conclusions may change accordingly.

This Section should be read in conjunction with Section 7 of this Bidder's Statement, which provides details of Gold Aura's current intentions regarding Anomaly Resources.

Since 31 December 2008, given the difficulties in raising funds due to the impact of the Global Financial Crisis the Company has cut back on exploration expenditure and focused its efforts on raising funds (through placing its rights issue shortfall and arranging a convertible note issue), negotiating the proposed merger with Anomaly Resources, and securing its interest in the Sao Chico Project (Brazil). The Company's audited financial statements for the year ended 30 June 2009 will reflect this limited activity.

### 8.2 Pro-Forma Merged Entity at 31 December 2008 (assuming Gold Aura acquires 100% of Anomaly Resources)

Comparative Balance Sheets

#### CONDENSED CONSOLIDATED BALANCE SHEET As at 31 December 2008

A\$	GOA	ANJ	Proforma Combined
<b>ASSETS</b>			
<b>CURRENT ASSETS</b>			
Cash and cash equivalents	162,218	18,499	180,717
Trade and other receivables	45,215	12,599	57,814
Other current assets		2,091	2,091



<b>TOTAL CURRENT ASSETS</b>	<b>207,433</b>	<b>33,189</b>	<b>240,622</b>
<b>NON CURRENT ASSETS</b>			
Receivables	193,184		193,184
Other financial assets	51,984		
Property, plant and equipment	208,337	31,378	239,715
Exploration and evaluation assets	9,607,970	2,163,768	11,771,738
Other non-current assets		3,529	3,529
<b>TOTAL NON-CURRENT ASSETS</b>	<b>10,061,475</b>	<b>2,198,675</b>	<b>12,260,150</b>
<b>TOTAL ASSETS</b>	<b>10,268,908</b>	<b>2,231,864</b>	<b>12,500,772</b>
<b>LIABILITIES</b>			
<b>CURRENT LIABILITIES</b>			
Trade and other payables	985,954	132,063	1,118,017
Interest bearing liabilities	66,211		66,211
Provisions	43,757		43,757
<b>TOTAL CURRENT LIABILITIES</b>	<b>1,095,922</b>	<b>132,063</b>	<b>1,227,985</b>
<b>NON CURRENT LIABILITIES</b>			
Interest bearing liabilities	19,783		19,783
Provisions	47,530		47,530
<b>TOTAL NON CURRENT LIABILITIES</b>	<b>67,313</b>	<b>-</b>	<b>67,313</b>
<b>TOTAL LIABILITIES</b>	<b>1,163,235</b>	<b>132,063</b>	<b>1,295,298</b>
<b>NET ASSETS</b>	<b>9,105,673</b>	<b>2,099,801</b>	<b>11,205,474</b>
<b>EQUITY</b>			
Issued Capital	14,386,578	2,390,004	16,776,582
(Accumulated Losses)	(7,157,281)	(402,029)	(7,559,310)
Parent interest	7,229,297	1,987,975	9,217,272
Reserves	1,876,376	431,708	2,308,084
Capital raising costs		(319,882)	(319,882)
<b>TOTAL EQUITY</b>	<b>9,105,673</b>	<b>2,099,801</b>	<b>11,205,474</b>

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## 9. SECTION 9 – AUSTRALIAN TAX CONSIDERATIONS

### 9.1 Taxation consequences for Anomaly Resources Shareholders and Anomaly Resources Director Shareholders

In broad terms the Australian tax consequences for Anomaly Resources Shareholders who hold their Anomaly Resources Shares and Anomaly Resources Director Shareholders who hold their Anomaly Resources Director Shares on capital account and who accept an Offer will depend on whether or not 'scrip for scrip' capital gains tax rollover relief is available and, if available, is elected. The following discussion considers the general Australian tax consequences for Anomaly Resources Shareholders and Anomaly Resources Director Shareholders where:

- (a) rollover relief is not available or is not elected; and
- (b) rollover relief is available and is elected.

Given the complexity of the taxation legislation, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders should seek independent taxation advice regarding the tax consequences of disposing of Anomaly Resources Shares or Anomaly Resources Director Shares given the particular circumstances which apply to them.

- (a) Acceptance of an Offer where rollover relief is not available or is not elected
  - (i) Acceptance of an Offer is likely to involve a disposal by an Anomaly Resources Shareholder of his Anomaly Resources Shares or Anomaly Resources Director Shareholder of his Anomaly Resources Director Shares for capital gains tax (CGT) purposes.
  - (ii) An Australian-resident Anomaly Resources Shareholder or Anomaly Resources Director Shareholder may make a capital gain or capital loss, depending on whether his capital proceeds from the exchange are more than the cost base of his Anomaly Resources Shares or Anomaly Resources Director Shares (as the context requires), or whether those capital proceeds are less than the cost base of those shares.
  - (iii) Anomaly Resources Shareholders and Anomaly Resources Director Shareholders who are not resident in Australia for tax purposes will generally be subject to Australian CGT on the disposal of Anomaly Resources Shares or Anomaly Resources Director Shares if:
    - (A) together with their associates, they directly or indirectly own at least 10% or more (by value) of the shares in Anomaly Resources:
      - (I) at the time of the sale; or
      - (II) throughout a 12 month period beginning no earlier than 24 months before the time of the sale and ending no later than the time of the sale; and

- (B) if more than 50% of the value of Anomaly Resources' assets is attributable to Australian real property,

subject to the terms of any applicable double tax agreement. It is imperative that non-residents independently confirm their Australian tax position.

- (iv) The capital proceeds that an Anomaly Resources Shareholder or Anomaly Resources Director Shareholder will be taken to have received in respect of the disposal of his Anomaly Resources Shares or Anomaly Resources Director Shares (as the context requires) will generally be the market value of Gold Aura Shares on the date the Anomaly Resources Shareholder or Anomaly Resources Director Shareholder accepts the relevant Offer.
- (v) The cost base of Anomaly Resources Shares or Anomaly Resources Director Shares will generally be the cost at which they were acquired.
- (vi) If an Anomaly Resources Shareholder or Anomaly Resources Director Shareholder does not elect rollover relief, or that relief is not available, then partial tax relief may be available in the form of the CGT discount.

Specifically, where Anomaly Resources Shares or Anomaly Resources Director Shares have been held for at least 12 months before their disposal, a shareholder who is an individual, a complying superannuation entity or the trustee of a trust should be able to reduce the capital gain arising from the disposal of Anomaly Resources Shares or Anomaly Resources Director Shares by the CGT discount (see below).

The CGT discount will be available if the relevant Anomaly Resources Shares or Anomaly Resources Director Shares have been held for at least 12 months.

Subject to the Anomaly Resources Shareholder or Anomaly Resources Director Shareholder having any capital losses or net capital losses from previous income years, where the CGT discount is available, eligible Anomaly Resources Shareholders or Anomaly Resources Director Shareholders (as the context requires) which are individuals or trustees of trusts will reduce the nominal capital gain arising on the disposal of Anomaly Resources Shares or Anomaly Resources Director Shares (as the context requires) by one-half. For Individuals, this reduced gain should be assessed at the shareholder's marginal tax rate. Trustees should seek specific advice regarding the tax consequences of distributions attributable to discounted capital gains.

Subject to the Anomaly Resources Shareholder or Anomaly Resources Director Shareholder having any capital losses or net capital losses from previous income years, where Anomaly Resources Shares or Anomaly Resources Director Shares are held by a complying superannuation entity and the CGT discount is available, the discount will reduce the nominal capital gain on the disposal of the shares by one-third.

The CGT discount is generally applied after taking into account any capital losses or net capital losses from previous income years. Anomaly Resources Shareholders or Anomaly Resources Director Shareholders having any capital losses or net capital losses from previous income years should seek independent advice in relation to the potential availability of the CGT discount.

Anomaly Resources Shareholders or Anomaly Resources Director Shareholders who are companies will not be entitled to the CGT discount.

- (vii) Where the amount of capital proceeds received by an Anomaly Resources Shareholder or Anomaly Resources Director Shareholder in respect of the disposal of his Anomaly Resources Shares or Anomaly Resources Director Shares (that is, the market value of the Gold Aura Shares received pursuant to the relevant Offer for his Anomaly Resources Shares or Anomaly Resources Director Shares) is less than the reduced cost base of those Anomaly Resources Shares or Anomaly Resources Director Shares, then the shareholder should realise a capital loss for Australian CGT purposes.

In calculating the amount of capital loss realised, no adjustment is made to the cost base of Anomaly Resources Shares or Anomaly Resources Director Shares for indexation during the holding period of those shares regardless of when they were acquired or for how long they were held.

- (b) Acceptance of an Offer where rollover relief is available and is elected
  - (i) Australia-resident Anomaly Resources Shareholders and Anomaly Resources Director Shareholders may be entitled to 'scrip for scrip' CGT rollover relief in respect of that portion of the consideration referable to Gold Aura Shares where the exchange of the shares would otherwise realise an assessable capital gain. Broadly speaking, rollover relief is available to shareholders who exchange shares in one company for shares in another company where the transaction is made pursuant to a takeover bid and provided certain qualifying conditions are satisfied.
  - (ii) In broad terms, these qualifying conditions include the requirement that Gold Aura must make an offer to all shareholders in Anomaly Resources to acquire their voting shares on substantially the same terms and Gold Aura must become the owner of at least 80% of the voting shares in Anomaly Resources as a consequence of the Offer.
  - (iii) If the qualifying conditions are satisfied and an Anomaly Resources Shareholder or Anomaly Resources Director Shareholder elects for rollover relief to apply, the rollover relief is available only in relation to the scrip portion of the capital proceeds. In relation to the Offers the scrip portion of the capital proceeds is the full consideration as there is no cash consideration.

- (iv) The effect of the rollover relief is that the proportion of an Anomaly Resources Shareholder's or Anomaly Resources Director Shareholder's total capital gain that is attributable to the Gold Aura Shares received as consideration will be disregarded.
- (v) Anomaly Resources Shareholders or Anomaly Resources Director Shareholders who elect for rollover relief will proportionately retain the cost base of their Anomaly Resources Shares or Anomaly Resources Director Shares as the cost base of their replacement Gold Aura Shares. The cost base of an Anomaly Resources Shareholder's or Anomaly Resources Director Shareholder's replacement Gold Aura Shares is equal to the cost base of his Anomaly Resources Shares or Anomaly Resources Director Shares reduced by so much of the cost base that is reasonably attributable to the cash component of the capital proceeds received by him under an Offer. In relation to the Offers there will be no reduction to the cost base as there is no cash consideration.
- (vi) As discussed above, rollover relief will only be available if the qualifying conditions are satisfied and Anomaly Resources Shareholders and Anomaly Resources Director Shareholders elect to apply for it. Further, rollover relief is not available if Anomaly Resources Shareholders or Anomaly Resources Director Shareholders realise a capital loss on the disposal of their Anomaly Resources Shares or Anomaly Resources Director Shares.
- (vii) Given the complexity of the provisions governing rollover relief and the various qualifying conditions that need to be satisfied, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders should seek independent taxation advice regarding their particular circumstances.

The above taxation considerations are based on the Offers as detailed in the Bidder's Statement and is based on legislation in force at the date of the Bidder's Statement. Due to decisions of the Courts and interpretations on tax law by the Commissioner of Taxation, the ongoing changes to the tax legislation and the Government's tax reform agenda, independent taxation advice should be sought in respect of the Offers.

## 9.2 GST

- (a) GST should not apply to the disposal of Anomaly Resources Shares or Anomaly Resources Director Shares under the Offers, the issue of Gold Aura Shares under the Offers, or any subsequent disposal of Gold Aura Shares by Anomaly Resources Shareholders or Anomaly Resources Director Shareholders.
- (b) Anomaly Resources Shareholders and Anomaly Resources Director Shareholders who are registered for GST purposes may not be entitled to full input tax credits for any GST incurred on costs associated with acquiring or disposing of securities in Gold Aura or Anomaly Resources. Anomaly Resources Shareholders and Anomaly Resources Director Shareholders should seek their own tax advice in this respect.

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## 10. SECTION 10 – RISK FACTORS

### 10.1 Overview

If the Offers become unconditional, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders who accept the Offers will become Gold Aura Shareholders. In those circumstances, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will:

- (a) continue to be exposed to the risks associated with the investment in Anomaly Resources as a result of their indirect interest in Anomaly Resources through Gold Aura;
- (b) be exposed to the risks which are specific to an investment in Gold Aura; and
- (c) be exposed to additional risks relating to the Offers and the Merged Entity.

These risks are explained in detail below. Anomaly Resources Shareholders and Anomaly Resources Director Shareholders should read the Bidder's Statement carefully and consult their professional advisers before deciding whether to accept the Offers. By accepting the Offers, Anomaly Resources Shareholders and Anomaly Resources Director Shareholders will be investing in Gold Aura.

The business activities of Gold Aura are subject to various risks that may impact on the future performance of Gold Aura. Some of these risks can be mitigated by the use of safeguards and appropriate systems and controls, but some are outside the control of Gold Aura and cannot be mitigated.

Accordingly, an investment in Gold Aura carries no guarantee with respect to the payment of dividends, return of capital or price at which shares will trade and should be considered speculative. The principal risk factors include, but are not limited to, the following:

### 10.2 Business Risks of the Merged Entity

#### *Operating Risks*

The current and future operations of Gold Aura, including exploration, appraisal and possible production activities may be affected by a range of factors, including:

- (a) adverse geological conditions;
- (b) limitations on activities due to seasonal weather patterns and cyclone activity;
- (c) unanticipated operational and technical difficulties encountered in exploration and production activities;
- (d) mechanical failure of operating plant and equipment;
- (e) industrial and environmental accidents, industrial disputes and other force majeure events;
- (f) unexpected shortages or increases in the costs of labour, consumables, spare parts, plant and equipment; and

- (g) inability to obtain necessary consents or approvals.

### ***Exploration success***

The tenements in which Gold Aura has an interest (**Tenements**) are at various stages of exploration, and potential Gold Aura Shareholders should understand that mineral exploration and development are high-risk undertakings.

There can be no assurance that exploration of the Tenements, or any other tenements that may be acquired in the future, will result in the discovery of an economic ore deposit. Even if an apparently viable deposit is identified, there is no guarantee that it can be economically exploited.

The future exploration activities of Gold Aura may be affected by a range of factors including geological conditions, limitations on activities due to seasonal weather patterns, unanticipated operational and technical difficulties, industrial and environmental accidents, native title process, changing government regulations and many other factors beyond the control of Gold Aura.

The success of Gold Aura will also depend upon Gold Aura having access to sufficient development capital, being able to maintain title to its Tenements and obtaining all required approvals for its activities. In the event that exploration programmes prove to be unsuccessful this could lead to a diminution in the value of the Tenements, a reduction in the cash reserves of Gold Aura and possible relinquishment of the Tenements.

### ***Resource estimates***

Resource estimates are expressions of judgement based on knowledge, experience and industry practice. Estimates which were valid when originally calculated may alter significantly when new information or techniques become available. In addition, by their very nature, resource estimates are imprecise and depend to some extent on interpretations, which may prove to be inaccurate. As further information becomes available through additional fieldwork and analysis, the estimates are likely to change. This may result in alterations to development and mining plans which may, in turn, adversely affect Gold Aura's operations.

### ***Native Title risks***

In respect of mining tenements in Australia, both the *Native Title Act 1993* (Cth), related State Native Title legislation and Aboriginal Land Rights and Aboriginal Heritage legislation may affect the Company's ability to gain access to prospective exploration areas or obtain production titles.

Compensatory obligations may be necessary in settling Native Title claims if lodged over any tenements acquired by Gold Aura. The existence of outstanding registered Native Title claims means that the grant of a tenement in respect of a particular tenement application may be significantly delayed or thwarted pending resolution of future act procedures in the Native Title Act. The level of impact of these matters will depend, in part, on the location and status of the tenements acquired by Gold Aura. At this stage it is not possible to quantify the impact (if any) which these developments may have on the operations of Gold Aura.

The Directors closely monitor the potential effect of native title claims involving tenements in which Gold Aura has or may have an interest.

### ***Environmental risks and regulations***

Gold Aura's projects are subject to Commonwealth, State and international laws and regulations regarding environmental matters and the discharge of hazardous wastes and materials. As with all mining projects, these projects would be expected to have a variety of environmental impacts should development proceed.

Gold Aura intends to conduct its activities in an environmentally responsible manner and in accordance with applicable laws and industry standards. Areas disturbed by Gold Aura's activities will be rehabilitated as required by the conditions attaching to Gold Aura's mining tenements.

### ***Lack of control over non-controlled assets and reliance on third parties***

Gold Aura will have interests in resource companies and in the assets through which it participates in joint ventures with other entities. Any failure of Gold Aura or other joint venture party to meet their obligations could have a material adverse effect on the value of the investment or project. In some cases, Gold Aura may be unable to control or influence strategic decisions made in respect of the companies in which it has invested or in which it participates by joint venture and so is exposed to the decisions made in respect of the companies in which it has invested or in which it participates by joint venture and so is exposed to the decisions of management of those entities and is dependent on the quality of such management to maximise the value of its investment. In some cases, Gold Aura is dependent on the use of third party infrastructure and services. The loss of the services could have an adverse effect on its operations.

### ***Potential negative pricing pressure***

Under the Offers, Gold Aura will issue a significant number of Gold Aura Shares. Some recipients of Gold Aura Shares may not intend to continue to hold their Gold Aura Shares and may wish to sell them on ASX. There is a risk that the sale of such holdings may adversely affect the price of Gold Aura Shares.

### ***Insurance risks***

Gold Aura has insurance to protect itself against certain risks. However, Gold Aura will not be insured against all possible risks, whether because of the unavailability of cover or because the premiums may be excessive relative to the benefits that would accrue. Accordingly, Gold Aura may become subject to liability for such risks, which may have a material adverse effect on its financial condition and operating results.

### ***Retention of key business relationships***

Gold Aura relies on strategic relationships with other entities and also on good relationships with regulatory and government departments. It also relies upon third parties to provide essential contracting services.

While the Directors have no reason to believe otherwise, there can be no assurance that Gold Aura's existing relationships will continue to be maintained or that new ones will be successfully formed. The Merged Entity, its business, operating results and prospects could be adversely affected by changes to such relationships or difficulties in forming new ones.



### ***Adequacy of capital and capital raising***

While the Directors believe that Gold Aura has sufficient funds to fund its activities, there can be no assurance that Gold Aura will not seek to exploit business opportunities of a kind which will require it to raise additional capital from equity or debt sources. There can also be no assurance that Gold Aura will be able to raise such capital on favourable terms or at all.

Any additional equity raising may dilute the interest of Gold Aura's shareholders, and any debt financing, if available, may involve financial covenants which limit Gold Aura's operations. There is no guarantee that acceptable sources of funds will be found in the future. If Gold Aura is unable to obtain such additional capital, Gold Aura may be required to reduce the scope of any expansion, which could adversely affect its business, operating results and financial condition.

### ***Growth***

Gold Aura will continue to seek to grow the Merged Entity both organically and through new investment opportunities. There are always risks that the benefits, synergies or efficiencies expected from such investments or growth may take longer than expected to be achieved or may not be achieved at all. Any investments pursued could have a material adverse effect on the Merged Entity.

Growth also brings substantial demands on management. The Gold Aura Board of Directors applies its experience to the evaluation and financing of new opportunities to determine whether the expected risks and rewards of these opportunities meets Gold Aura's requirements and its strategies for diversification of risk and for capital. The operating results of the Merged Entity will largely depend on the ability of Gold Aura's Board of Directors to make sound investment decisions.

### ***ASX share investment risk***

There are various risks associated with investing in any form of business and with investing in the stock market generally. The value of Gold Aura Shares will depend upon general stock market and economic conditions as well as the specific performance of Gold Aura. There is no guarantee of profitability, dividends, return of capital, or the price at which the Gold Aura Shares will trade on ASX after completion of the Takeover Bid.

### ***Forward looking information***

Certain information in this Bidder's Statement constitutes forward looking information that is subject to risks and uncertainties and a number of assumptions, which may cause the actual expenditure of Gold Aura to be different from the expectations expressed or implied in this Bidder's Statement.

### ***Limited due diligence***

In preparing the information relating to Anomaly Resources contained in this Bidder's Statement, Gold Aura has relied on publicly available information and a site visit by a representative of Gold Aura relating to Anomaly Resources. As no independent due diligence has been carried out on Anomaly Resources, risks may exist in relation to Anomaly Resources (which will affect the Merged Entity) of which Gold Aura is unaware. If any material risks are known to the directors of Anomaly Resources, they must be disclosed in the Target's Statement to be issued by Anomaly Resources.

### ***Sao Chico Project***

While appropriate approvals are held by the party which Gold Aura's 100% owned Brazilian subsidiary company has entered into an agreement with to commence limited mining activities, there is no guarantee that the approvals will not be challenged by other parties who have historically had interests in the Project.

### **Fergusson Island (PNG) Project**

Whilst Gold Aura and BacTech Gold Corporation have entered into an agreement (referred to in Section 5.2), all requisite approvals have not yet been received and as a result there is a risk that completion under the Agreement will not occur for reasons beyond the control of the parties to the Agreement.

### ***Acceptance of Offer risk***

The combination of Gold Aura's business and operations with those of Anomaly Resources following a successful completion of the Offer is subject to certain risks, which should be considered by Shareholders in evaluating whether to accept the Offer. The risk factors set out below to the combination of the business and operations of Gold Aura and Anomaly Resources.

Shareholders will receive Gold Aura Shares based on the fixed exchange ratio of 7.5 Gold Aura Shares for each Anomaly Resources Share. The exchange ratio will not vary with market price and currency fluctuations and consequently, the Gold Aura Shares issued under the Offer may have a market value lower than expected.

The Offerer is offering to purchase Anomaly Resources Shares and Anomaly Director Shares on the basis of 7.5 Gold Aura Shares for each Anomaly Resources Share and each Anomaly Resources Director Share. Because the Exchange Ratio will not be adjusted to reflect any changes in the market value of Gold Aura Shares or in the applicable currency exchange rate, the market values the Gold Aura Shares and the Anomaly Resources Shares and Anomaly Resources Director Shares at the time of any take-up of Anomaly Resources Shares under the Offer may vary significantly from the values at the date of the Offer or the date that Shareholders tender their Anomaly Shares and Anomaly Resources Director Shares.

Following the completion of the Offers and prior to the completion of any Compulsory Acquisition the trading liquidity for Anomaly Resources Shares or Anomaly Resources Director Shares not deposited under the Offer will be reduced, which may affect the price of the Anomaly Shares, the ability of a Shareholder to dispose of their Anomaly Resources Shares or Anomaly Resources Director Shares.

### ***Shareholders of Anomaly Resources will realise dilution of their interest***

Following the completion of the Offers Anomaly Resources shareholders will own approximately 61% of Gold Aura, thereby diluting their interest in Crater Mountain.

### ***The integration of Gold Aura and Anomaly Resources may not occur as planned***

The Offers have been made with the expectation that their successful completion will result in cost savings and enhanced growth opportunities for the Merged Entity. These anticipated benefits will depend in part on whether the

operations of Gold Aura and Anomaly Resources can be integrated in an efficient and effective manner. Most operational and strategic decisions, and certain staffing decisions, with respect to the Merged Entity have not yet been made. These decisions and the integration of the two companies will present challenges to management, including the integration of systems and personnel of the two companies, and special risks including possible unanticipated liabilities, unanticipated costs, and the loss of key employees.

***Gold Aura may not realize the benefits of the Merged Entity's growth projects.***

As part of its strategy, Gold Aura will continue its efforts to develop new gold projects and will have an expanded portfolio of such projects as a result of the combination with Anomaly Resources. A number of risks and uncertainties are associated with the development of gold projects, including political, regulatory, design, construction, labour, operating, technical and technological risks, gold prices, uncertainties relating to capital and other costs and financing risks.

***If Gold Aura is not profitable in the future, the value of the Gold Aura Shares could fall***

Gold Aura's ability to operate profitably depends upon a number of factors, some of which are beyond Gold Aura's direct control. These factors include Gold Aura's ability to develop its mining projects and commercialise gold reserves, Gold Aura's ability to control its costs, the demand and price for gold and general economic conditions. If Gold Aura is unable to generate profits in the future, the market price of the Gold Aura Shares could fall.

Gold Aura has made losses in each financial year since the financial year ending December 31, 2002.

Gold Aura's expectation of project performance are estimates based on a number of assumptions, any adverse changes in which could require Gold Aura to lower its ore expectation.

The grade of ore ultimately mined may differ from that indicated by drilling results. Short term factors relating to ore reserves, such as the need for orderly development of ore bodies or the processing of new or different grades, may also materially and adversely affect Gold Aura's business and results of operations. There can be no assurance that gold recovered in laboratory tests will be duplicated under on-site conditions or in production-scale operations. Material changes in ore reserves resulting from unexpected changes to the gold price, grades, production costs, stripping ratios and recovery rates may affect their economic viability. Ore reserves are reported as general indicators of mine life and should not be interpreted as assurances of mine life or of the profitability of current or future operations.

The economic viability of ore reserves and mineral resources may also be affected by such factors as permit regulations and requirements, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions.

***Gold Aura may not meet key production and other cost estimates.***

A decrease in the amount of and a change in the timing of the gold production outlook for Gold Aura will directly impact the amount and timing of Gold Aura's cash flow from operations. The actual impact of such a decrease on Gold Aura's cash flow from operations would depend on the timing of any changes in production and on actual prices and costs. Any change in the timing of these

projected cash flows that would occur due to production shortfalls or labour disruptions would, in turn, result in delays in receipt of such cash flows and in using such cash to reduce debt levels and may require additional borrowings to fund capital expenditures, including capital for Gold Aura's development projects, in the future.

The level of production and capital and operating cost estimates relating to the expanded portfolio of growth projects, which are used for determining and obtaining financing and other purposes, are based on certain assumptions and are inherently subject to significant uncertainties. It is very likely that actual results for Gold Aura's projects will differ from its current estimates and assumptions, and these differences may be material. In addition, experience from actual mining or processing operations may identify new or unexpected conditions that could reduce production below, and/or increase capital and/or operating costs above, Gold Aura's current estimates. If actual results are less favourable than Gold Aura currently estimates, the company's business, results of operations, financial condition and liquidity could be materially adversely impacted.

Gold Aura will depend on the Sao Chico Gold project, and sale of Gold Aura's interest in Fergusson Island for substantially all of its revenues and cash flows from operating activities in the near term.

While Gold Aura intends to commence mining and further exploration at Crater Mountain in the future, the Sao Chico project is likely to be Gold Aura's only producing mining project in fiscal year 2010. Consequently, a delay or difficulty encountered in the progress or development of the Sao Chico project could materially and adversely affect Gold Aura's financial condition and financial sustainability.

In addition, Gold Aura's business and results of operation could be materially and adversely affected by any events which cause the Sao Chico project to operate at less than optimal capacity, including among other things, equipment failure or shortages, adverse weather (particularly flooding), serious environmental and safety issues, any permitting or licensing delays; any inability of Gold Aura to generate sales of gold ore; any failure of the mine to produce expected amounts of gold; and any disputes that may arise between Gold Aura and the Sao Chico partner, Waldimiro, with respect to the management of the Sao Chico project.

***The Sao Chico project is yet to demonstrate whether it is capable of operating at the targeted level of economic production***

The Sao Chico project is being designed and constructed with the intention that it will be capable of achieving commercial gold production on economically viable terms but is yet to demonstrate such capability. As the Sao Chico project is not as yet at the commencement of development stage there is a high risk that the targeted level of commercial gold production may be delayed or never realised, or realised only with Gold Aura undertaking greater than anticipated capital expenditure.

***Gold Aura could encounter difficulty meeting its capital expenditure requirements in the future***

The exploration for and mining of mineral deposits requires substantial capital investment. The development and expansion plans of Gold Aura may also result in increases in capital expenditures and commitments. Gold Aura may require additional funding to develop Gold Aura's mining projects and expand the business. Gold Aura may be required to seek funding from third parties if

internally generated cash resources and available bank facilities are insufficient to finance these activities. In the event that Gold Aura were unable to obtain adequate financing on acceptable terms, or at all, to satisfy its operating, development and expansion plans, its business and results of operations may be materially and adversely affected.

***The Merged Entity's indebtedness and the conditions imposed on Gold Aura by Gold Aura's financing agreements could materially and adversely affect Gold Aura's business and results of operations***

As of 14 September 2009, Gold Aura had issued Convertible Notes to a value of \$920,000. Gold Aura may incur additional indebtedness in the future. Gold Aura's indebtedness could have several important consequences, including but not limited to the following:

- (a) a portion of Gold Aura's cash flow will be used towards repayment of its existing debt, which will reduce the availability of cash to fund working capital needs, capital expenditures, acquisitions and other general corporate requirements;
- (b) Gold Aura's ability to obtain additional financing in the future at all or on reasonable terms may be restricted;
- (c) fluctuations in market interest rates may affect the cost of Gold Aura's borrowings, as some of its loans are at variable interest rates; and
- (d) Gold Aura may be more vulnerable to economic downturns, may be limited in its ability to withstand competitive pressures and may have reduced flexibility in responding to changing business, regulatory and economic conditions.

***Fluctuations in the market price for gold could materially and adversely affect the Gold Aura Share Price and Gold Aura's business and results of operations***

Substantially all of Gold Aura's revenues and cash flows will be derived from the sale of gold ore. Therefore, the financial performance of Gold Aura is exposed to gold price fluctuations. Historically the market price for gold has fluctuated widely and has experienced periods of significant decline. Gold prices may be influenced by numerous factors and events which are beyond the control of Gold Aura. These factors and events include world demand, forward selling activities, gold reserve movements at central banks, costs of production by other gold producers and other macro economic factors such as expectations regarding inflation, interest rates, currency exchange rates (especially the strength of the US\$), as well as general economic conditions, and political trends. If gold prices should fall below or remain below Gold Aura's cost of production for any sustained period due to these other factors and events, Gold Aura's share price and Gold Aura's business and results of operations could be materially and adversely affected.

***Fluctuations in exchange rates could materially and adversely affect Gold Aura's operating cash flows and profitability***

Fluctuations in the US\$ relative to the A\$ or the Brazilian Real could materially and adversely affect the cash flow and earnings of Gold Aura. The majority of Gold Aura's operating costs once Sao Chico is in production will be denominated in Reals and although Gold Aura's revenue will be denominated in Real, the Real Price has historically generally moved in line with the US\$ gold price. Gold Aura's financial results are published in A\$. Therefore, if the US\$

weakens relative to the Real, or if the US\$ appreciates relative to the Real, Gold Aura's consolidated financial Statements could be materially and adversely affected.

***As Gold Aura's projects become more mature, the production volumes could decrease and unit production costs could increase.***

The mining process typically starts at surface level and progresses to deeper levels. Production efficiency typically decreases as mining depth increases, due to increased costs of ventilation, drainage and transportation. This may cause the unit production cost to increase. As production efficiency decreases, Gold Aura's business and results of operation could be materially and adversely affected.

***Gold Aura relies substantially on third party contractors to conduct its operations***

It is Gold Aura's practice, where possible, to sub-contract various mining, development and exploration services, including engineering, plant construction, earthmoving, grade control and drilling, on the basis of a competitive tender process. Although such services are supervised by Gold Aura's employees, such arrangements with contractors carry with them risks associated with the possibility that the contractors may (i) have economic or other interests or goals that are inconsistent with Gold Aura's, (ii) take actions contrary to Gold Aura's instructions or requests, or (iii) be unable or unwilling to fulfil their obligations. There can be no assurance that Gold Aura will not experience problems with respect to its contractors in the future. The occurrence of such problems could materially and adversely affect Gold Aura's business and results of operations.

***Gold Aura's mining operations could face material risk of liability, delays and increased production costs from design defects, environmental and industrial accidents, and other factors***

By its nature, the business of mineral exploration, project development, mining and processing, contains elements of significant risk and hazards. The continuous success of Gold Aura's business is dependent on many factors such as:

- (e) discovery and/or acquisition of new ore reserves;
- (f) securing and maintaining title to tenements and obtaining necessary consent for exploration and mining;
- (g) successful design and construction of mining and processing facilities;
- (h) successful commissioning and operating of mining and processing facilities; and
- (i) the performance of the technology incorporated into the processing facility.

Gold Aura's projects are subject to technical risk in that they may not perform as designed. Increased development costs, lower output or higher operating costs may all combine to make a project less profitable than that expected at the time of the development decision. This would have a negative impact on Gold Aura's expected cashflow. No assurance can be given that Gold Aura would be adequately compensated by third party project design, construction and supply companies in the event that failure or that a project did not meet its expected design specifications.

The business may also be disrupted by a variety of risks and hazards that are beyond the control of Gold Aura, including environmental hazards, industrial accidents, technical or mechanical failures, processing deficiencies, labour disputes, unusual or unexpected geological occurrences, severe seismic activity, flooding, dam overflows, cave ins, the discharge of toxic chemicals, fire, explosions, and other delays. Accidents, technical difficulties, mechanical failure or plant breakdown encountered in the exploration, project development, mining and processing activities could result in disruptions to Gold Aura's operations, increases in its operating costs or personal injuries. Environmental events such as changes in the water table (man made or naturally occurring) or landslides could materially and adversely affect the underground and open pit mining of Gold Aura. The occurrence of any of these risks and hazards could result in damage to or destruction of production, increased production costs, injury, environmental damage, business interruption, delay in production, increased production costs, monetary losses and possible legal liability (including compensatory claims, fines and penalties) to Gold Aura, which could materially and adversely affect Gold Aura's business and results of operations.

***Gold Aura operations will be exposed to risks in relation to the mishandling of dangerous articles***

Gold Aura's exploration, mining and gold production operations will involve the handling and storage of explosive, toxic and other dangerous articles. More stringent laws, regulations and policies may be implemented by the relevant Brazilian authorities, and there can be no assurance that Gold Aura will be able to comply with any future laws, regulations and policies in relation to the handling of dangerous articles economically or at all. In addition, there can be no assurance that accidents arising from the mishandling of dangerous articles will not occur in the future. Should Gold Aura fail to comply with any relevant laws, regulations or policies or should any accident occur as a result of the mishandling of dangerous articles, Gold Aura's business and results of operations may be materially and adversely affected, and Gold Aura may be subject to penalties and/or civil and/or criminal liabilities.

***Severe weather conditions could materially and adversely affect Gold Aura's business and results of operations***

Severe weather conditions, such as heavy rainfall, may require Gold Aura to evacuate personnel or curtail operations and may result in damage to the project site, to a portion of Gold Aura's equipment or to Gold Aura's facilities, which could result in the temporary suspension of operations or generally reduce Gold Aura's productivity. During periods of curtailed activity due to adverse weather conditions, Gold Aura may continue to incur operating expenses while production has slowed down or stopped altogether. Any damages to Gold Aura's projects or delays in its operations caused by severe weather could materially and adversely affect Gold Aura's business and results of operations.

***If Gold Aura is unable to attract, retain and train key personnel, Gold Aura's business and results of operations could be materially and adversely affected***

Gold Aura's success depends to a significant extent upon its ability to attract, retain and train key management personnel, both in Australia and in the countries it operates, as well as other management and technical personnel (including those employed on a contractual basis). Gold Aura cannot prevent contractors and employees from terminating their respective contracts in accordance with the relevant agreed conditions. The Merged Entity's success further depends on the ability of its key personnel to operate effectively, both individually and as a group. All of Gold Aura's key management and technical

personnel are important to Gold Aura's success, however none of the key personnel are irreplaceable. If Gold Aura is not successful in retaining or attracting such personnel, Gold Aura's business may be harmed. The loss of the services of any of Gold Aura's key management personnel could materially and adversely affect Gold Aura's business and results of operations.

Additionally, Gold Aura's ability to recruit and train operating and maintenance personnel is also a key factor for Gold Aura's business activities. If Gold Aura is not successful in recruiting and training such personnel, it could materially and adversely affect Gold Aura's business and results of operations.

***Any defects in the titles to Gold Aura's mining properties could prevent or severely curtail Gold Aura's use of the affected properties***

The ability of Gold Aura to carry out successful mining and exploration activities will depend on a number of factors, of which one of the most critical is the ability of Gold Aura's companies to obtain clear and unambiguous tenure of exploration and mining properties. There is no guarantee that Gold Aura will meet the conditions imposed by the relevant government in relation to any licences issued, or mining legislation generally. Furthermore, there can be no assurance that a renewal or a transfer of licences into other forms of licences appropriate for ongoing operations will be granted to the relevant project or, if they are granted, that the project will be in a position to comply with all conditions that are imposed.

If Gold Aura is unable to secure title to the individual mining properties or if the project is unable to comply with all conditions imposed by the relevant government for the issuance of any required licence, Gold Aura may be unable to operate its projects or to enforce its rights with respect to its projects.

***Gold Aura's mining rights and exploration rights may be infringed by others***

There have been incidents of infringement of mining rights and exploration rights in the gold mining industry, where areas over which licensed exploration or mining rights were held were explored and mined by unauthorised enterprises. In the event that such infringement of Gold Aura's exploration or mining rights occurs in the future, Gold Aura's business and results of operations may be materially and adversely affected.

***Gold Aura's operations are subject to extensive government regulations that could cause Gold Aura to incur costs that materially and adversely affect Gold Aura's business and results of operations***

Gold Aura's operations are subject to extensive government regulation, including environmental, health and safety laws and regulations. These laws and regulations set various standards regulating certain aspects of health and environmental quality, including waste treatment, emissions and disposals. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

Any failure on Gold Aura's part to comply with environmental, health and safety laws and regulations with respect to Gold Aura's operations could result in the imposition of significant liabilities for damages, clean-up costs or penalties or suspension of Gold Aura's right to operate where there is evidence of serious breach. Such costs or disruptions in operations could materially and adversely affect Gold Aura's business and results of operations.



There is no assurance that more onerous environmental, health and safety laws, policies and/or standards (including environmental rehabilitation requirements) will not be implemented by the relevant authorities in the future which require Gold Aura to undertake costly measures or obtain additional approvals. The Company's business and results of operations could be materially and adversely affected by any obligations which may be imposed under such new laws, policies and/or standards.

***Gold Aura expects to produce a significant amount of wastewater and tailings as by-products of Gold Aura's mining activities, which could expose Gold Aura to material liabilities***

One of the main environmental issues in the gold mining industry is wastewater and tailings management. Wastewater and tailings can contain substances that are potentially harmful to human beings and the environment, especially in large quantities. There can be no assurance that Gold Aura will not be subject to claims for damages to persons or property resulting from the release into the environment of wastewater or tailings residue by Gold Aura's operations.

Furthermore, higher environmental protection standards may be imposed in the future, which could increase Gold Aura's costs of compliance. In either event, such costs and liabilities could materially and adversely affect Gold Aura's business and results of operations.

***Gold Aura's mining operations at Sao Chico will have a finite life and eventual closure of these operations will entail costs and risks regarding ongoing monitoring, rehabilitation and compliance with environmental standards***

The key risks for mine closure are (i) long-term management of permanent engineered structures (dam walls, spillways, wetlands, roads, waste dumps) and acid rock drainage; (ii) achievement of environmental closure standards; (iii) orderly retrenchment of employees and contractors; and (iv) relinquishment of the site with associated permanent structures and community development infrastructure and programs to new owners. The successful completion of these tasks is dependent on the ability to successfully implement negotiated agreements with the relevant government, community and employees. The consequences of a difficult closure range from increased closure costs and handover delays to ongoing environmental impacts and corporate reputation damage if desired outcomes cannot be achieved, which could materially and adversely affect Gold Aura's business and results of operations.

***Any failure by or inability of Gold Aura to obtain and retain required government approvals, permits and licences for its mining and exploration activities or renewals thereof could materially and adversely affect Gold Aura's business and results of operations***

Mining enterprises, such as those of Gold Aura, are required to obtain certain government approvals, permits and licences for each of their mining and exploration projects. The ability of Gold Aura to carry on its business is therefore subject to its ability to obtain, and the relevant government's willingness to issue, renew and not revoke, such requisite mining and exploration rights.

According to the Brazilian laws, before the exploration and exploitation activities relating to mineral resources can commence, the project company must first obtain AP and GUI (an Exploration Licence and a Mining Permit), which will generally entitle the project company to the exploration and mining rights attached to the relevant mining project.

During the mining process, the project company must also obtain a production safety certificate and a waste discharge permit, which are required by the Brazilian production safety and environmental protection related laws.

There can be no assurance that future approvals or renewals of current rights will be granted in a timely manner, or at all, or not revoked. There is no certainty that such approval or licence will be granted in a timely manner in the future or at all, or not revoked. Any failure to obtain or any delay in obtaining or retaining any required governmental approvals, permits or licences, or renewals thereof, could materially and adversely affect Gold Aura's business and results of operations.

***Gold Aura may undertake strategic acquisitions or investments, which may prove to be difficult to integrate and manage or may not be successful***

In the future, Gold Aura may consider making strategic acquisitions or investments as a means of pursuing Gold Aura's corporate strategy. It is possible that Gold Aura may not identify suitable acquisition or investment opportunities, or if it does identify suitable opportunities, that it may not complete those transactions on terms commercially acceptable to Gold Aura or at all. The inability to identify suitable acquisition targets or investments or the inability to complete such transactions could materially and adversely affect Gold Aura's competitiveness and growth prospects. In the event Gold Aura successfully completes an acquisition or investment, it could face difficulties managing the investment or integrating the acquisition with its operations. There can be no assurance that Gold Aura will be able to achieve the strategic purpose of such an acquisition or investment. These difficulties could disrupt Gold Aura's ongoing business, distract its management and employees, and increase its expenses, any of which could materially and adversely affect Gold Aura's business and results of operations.

***The operations of Gold Aura may be exposed to risks in relation to production safety and the occurrence of accidents or natural disasters***

The operations of Gold Aura may be exposed to risks in relation to production safety and the occurrence of accidents or natural disasters. A dialogue is being maintained with the relevant environmental and safety authorities to seek to ensure that obligations are being met and standards are being correctly complied with.

**Risks Related to the Industry**

Exploration of mineral properties is highly speculative in nature, requires substantial expenditures and is often unsuccessful.

Discovery of new mineral resources is crucial to the growth of Gold Aura. There is no assurance that exploration activities will result in the discovery of valuable mineral resources or profitable mining operations. If a viable deposit is discovered, it can take several years and substantial expenditures from the initial phases of exploration until production commences during which time the capital cost and economic feasibility may change. Furthermore, actual results upon production may differ significantly from those anticipated at the time of discovery. In order to maintain gold production beyond the life of the current proved and probable gold reserves of Gold Aura, further gold reserves must be identified, either to extend the life of existing mines or justify the development of new projects. Gold Aura's exploration programs may not result in the replacement of such gold reserves or result in new commercial mining operations.

*Changes in the laws and regulations relating to the gold industry to which Gold Aura is subject could materially and adversely affect its business and results of operations*

The central and local governments exercise a substantial degree of control over the gold industry in Brazil and PNG. As a result, the business of Gold Aura is subject to various government policies, regulations, standards and requirements. If the relevant government or regulatory body changes its current policies, regulations, standards and requirements or the interpretation thereof, especially those that are currently favourable to Gold Aura, Gold Aura could face disruptions in its operations, increases in operating costs and significant constraints on its flexibility and ability to expand its business operations or to maximise its profitability.

If any of Gold Aura's future projects are not approved, or are not approved on a timely basis, Gold Aura's business and results of operations could be materially and adversely affected.

*Gold Aura's ability to obtain gold resources in the future could be materially and adversely affected by competition from other companies*

The future business of Gold Aura depends on its ability to discover or acquire new resources. Gold Aura faces competition from other mining enterprises, both domestic and foreign, in discovering, acquiring and producing resources. There can be no assurance that Gold Aura can effectively compete with existing or future competition to acquire mineral resources, and any failure to compete effectively could materially and adversely affect Gold Aura's business and results of operations.

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**11. SECTION 11 – OTHER INFORMATION****11.1 Gold Aura's Interest in Anomaly Resources**

Immediately before this Bidder's Statement was lodged with the ASIC and as at the date immediately before the first Offers are sent, Gold Aura and its associates had the following relevant interest in, and voting power in relation to, Anomaly Resources securities:

<b>Class of Securities</b>	<b>At date of this Bidder's Statement</b>	<b>At date first Offers are sent</b>
Anomaly Resources Shares	Nil	Nil
Anomaly Resources Director Shares	Nil	Nil
Anomaly Resources A, B and C Class Shares	Nil	Nil

Gold Aura's voting power in Anomaly Resources as at the date of this Bidder's Statement was 0%.

**11.2 Acquisitions of Anomaly Resources Securities by Gold Aura and its Associates during the last 4 Months**

Gold Aura and its associates have not made any acquisitions and disposals of Anomaly Resources Shares or Anomaly Resources Director Shares in the 4 months prior to the date of this Bidder's Statement.

**11.3 Collateral Benefits**

Other than as disclosed in this Bidder's Statement, during the period of 4 months before the date of this Bidder's Statement, neither Gold Aura nor any associate of Gold Aura gave, or offered to give or agreed to give, a benefit to another person that was likely to induce the other person, or an associate of that person, to:

- (a) accept the Offers; or
- (b) dispose of their Anomaly Resources Shares or Anomaly Resources Director Shares,

and which is not offered to all holders of Anomaly Resources Shares under the Share Offer or all holders of Anomaly Resources Director Shares under the Director Share Offer.

**11.4 Gold Aura is a Disclosing Entity**

Due to the fact that Gold Aura is offering Gold Aura Shares as consideration for the acquisition of Anomaly Resources Shares and Anomaly Resources Director Shares under the Share Offer, the Corporations Act requires that this Bidder's Statement must include all information that would be required for a prospectus for an offer of Gold Aura Shares under Sections 710 to 713 of the Corporations Act.

Gold Aura is a “disclosing entity” (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, Gold Aura is required to continuously disclose any information it has to the market which a reasonable person would expect to have a material effect on the price or the value of Gold Aura’s securities.

The Gold Aura Shares that will be issued pursuant to this Bidder’s Statement have been quoted on the official list of ASX during the 3 months prior to the date of this Bidder’s Statement. For this reason, Gold Aura is only required to disclose information in this Bidder’s Statement that would usually be required in a “transaction specific prospectus”.

In general terms “transaction specific prospectuses” are only required to contain information in relation to the effect of the issue of securities on Gold Aura and the rights attaching to the securities. It is not necessary to include general information in relation to all of the assets and liabilities, financial position, profits and losses or prospects of the issuing company unless such information has not previously been disclosed to ASX.

Having taken such precautions and having made such enquiries as are reasonable, Gold Aura believes that it has complied with the general and specific requirements of ASX as applicable from time to time throughout the 12 months before the issue of this Bidder’s Statement which required Gold Aura to notify ASX of information about specified events or matters as they arise for the purpose of ASX making that information available to the stock market conducted by ASX.

Information that is already in the public domain has not been reported in this Bidder’s Statement other than that which is considered necessary to make this Bidder’s Statement complete.

Gold Aura, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with the ASIC in relation to Gold Aura (not being documents referred to in Section 1274(2)(a) of the Corporations Act) may be obtained from, or inspected at, the offices of the ASIC; and
- (c) it will provide a copy of each of the following documents, free of charge, to any person on request between the date of issue of this Bidder’s Statement and the Closing Date:
  - (i) the annual financial report most recently lodged by Gold Aura with the ASIC;
  - (ii) any half year financial report lodged with the ASIC by Gold Aura after the lodgement of the annual financial report referred to in (i) and before the lodgement of this Bidder’s Statement with the ASIC; and
  - (iii) any documents used to notify ASX of information relating to Gold Aura during that period in accordance with ASX Listing Rules as referred to in Section 674(1) of the Corporations Act.

Copies of all documents lodged with the ASIC in relation to Gold Aura can be inspected at the registered office of Gold Aura during normal office hours.

For details of documents lodged with ASX since the date of lodgement of Gold Aura's latest annual financial report refer to Annexure C of this Bidder's Statement.

## **11.5 Information about Gold Aura Shares**

The Gold Aura Shares to be issued pursuant to the Offers will, from their date of issue, rank equally in all respects with existing Gold Aura Shares on issue. The rights attaching to the Gold Aura Shares arise from a combination of the constitution of Gold Aura (a new one will be put to shareholders at the General Meeting), statute and general law. A summary of the rights attaching to the Gold Aura Shares is set out below:

### **(a) General Meetings**

Gold Aura Shareholders are entitled to be present in person, or by proxy, attorney or representative to attend and vote at general meetings of members of Gold Aura.

Gold Aura Shareholders may requisition meetings in accordance with Section 249D of the Corporations Act and the constitution of Gold Aura.

### **(b) Voting Rights**

Subject to any rights or restrictions for the time being attached to any class or classes of shares in Gold Aura, at general meetings of members of Gold Aura:

- (i) each Gold Aura Shareholder entitled to vote may vote in person or by proxy, attorney or representative;
- (ii) on a show of hands, every person present who is a Gold Aura Shareholder or a proxy, attorney or representative of a Gold Aura Shareholder has one vote; and
- (iii) on a poll, every person present who is a Gold Aura Shareholder or a proxy, attorney or representative of a Gold Aura Shareholder shall, in respect of each Gold Aura Share held by him, or in respect of which he is appointed a proxy, attorney or representative, have one vote for each Gold Aura Share held, but in respect of partly paid shares shall have a fraction of a vote equivalent to the proportion which the amount paid up bears to the total issue price for the share.

### **(c) Dividend Rights**

The Directors may from time to time declare and pay or credit a dividend in accordance with the Corporations Act. Subject to any special right as to dividends attaching to a share, all dividends will be declared and paid according to the proportion which the amount paid on the Gold Aura Share is to the total amount payable in respect of the Gold Aura Shares (but any amount paid during the period in respect of which a dividend is declared only entitles the Shareholder to an apportioned amount of that dividend as from the date of payment). The Directors may from time to time pay or credit to the Gold Aura

Shareholders such interim dividends as they may determine. No dividends shall be payable except out of profits. A determination by the Directors as to the profits of Gold Aura shall be conclusive. No dividend shall carry interest as against Gold Aura.

The Directors may from time to time grant to Shareholders or any class of shareholders the right to elect to reinvest cash dividends paid by Gold Aura by subscribing for Gold Aura Shares in Gold Aura on such terms and conditions as the Directors think fit. The Directors may, at their discretion, resolve in respect of any dividend which it is proposed to pay or to declare on any Gold Aura Shares, that holders of such Gold Aura Shares may elect to forgo their right to the whole or part of the proposed dividend and to receive instead an issue of Gold Aura Shares credited as fully paid to the extent and on the terms and conditions of the constitution of Gold Aura. The Directors may set aside out of the profits of Gold Aura such amounts as they may determine as reserves, to be applied at the discretion of the Directors, for any purpose for which the profits of Gold Aura may be properly applied.

(d) Winding-Up

If Gold Aura is wound up, the liquidator may, with the authority of a special resolution, divide among the Gold Aura Shareholders in kind the whole or any part of the property of Gold Aura, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the Gold Aura Shareholders or different classes of Gold Aura Shareholders. The liquidator may, with the authority of a special resolution, vest the whole or any part of any such property in trustees upon such trusts for the benefit of the contributories as the liquidator thinks fit, but so that no Shareholder is compelled to accept any Gold Aura Shares or other securities in respect of which there is any liability.

(e) Transfer of Shares

Generally, Gold Aura Shares are freely transferable, subject to formal requirements, the registration of the transfer not resulting in a contravention of or failure to observe the provisions of a law of Australia and the transfer not being in breach of the Corporations Act and the Listing Rules.

(f) Future Increase in Capital

The allotment and issue of any new Gold Aura Shares is under the control of the Gold Aura Directors. Subject to restrictions on the issue or grant of securities contained in the Listing Rules, the constitution of Gold Aura and the Corporations Act (and without affecting any special right previously conferred on the holder of an existing share or class of shares), the Directors may issue Gold Aura Shares as they shall, in their absolute discretion, determine.

(g) Variation of Rights

Under Section 246B of the Corporations Act, Gold Aura may, with the sanction of a special resolution passed at a meeting of members of Gold Aura vary or abrogate the rights attaching to Gold Aura Shares.

If at any time the share capital is divided into different classes of shares, the rights attached to any class (unless otherwise provided by the terms of issue of the shares of that class), whether or not Gold Aura is being wound up, may be varied or abrogated with the consent in writing of the holders of three quarters of the issued shares of that class, or if authorised by a special resolution passed at a separate meeting of the holders of the shares of that class.

## **11.6 Risk Factors**

Anomaly Resources Shareholders and Anomaly Resources Director Shareholders should read the Bidder's Statement carefully and consult their professional advisers before deciding whether to accept the Share Offer or the Director Share Offer.

The principal risk factors associated with Gold Aura's existing business and acceptance of the Offers are set out in Section 10.

## **11.7 Disclosure of Interests / Fees and benefits payable to Directors and Advisers**

Other than as set out below or elsewhere in this Bidder's Statement, no:

- (a) director or proposed director of Gold Aura;
- (b) person named in this Bidder's Statement as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this Bidder's Statement;
- (c) promoter of Gold Aura; or
- (d) broker or underwriter in relation to the issue of Gold Aura Shares pursuant to the Offers,

has, or had within 2 years before the date of this Bidder's Statement, any interest in:

- (i) the formation or promotion of Gold Aura;
- (ii) any property acquired or proposed to be acquired by Gold Aura in connection with its formation or promotion or in connection with the Offers; or
- (iii) the Offers,

and no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to any of those persons as an inducement to become, or to qualify as, a director or expert of Gold Aura or otherwise for services rendered by him in connection with the formation or promotion of Gold Aura or the Offers.

## **11.8 Disclosure of Interests**

The directors and proposed directors of Gold Aura have the following interests in Gold Aura securities and Anomaly Resources securities (either held directly, held by entities controlled by them or held by entities of which they are directors) as at the date of this Bidder's Statement.



Director	Gold Aura Shares	Gold Aura Options	Anomaly Resources Shares	Anomaly Resources Director Shares
Greg Starr	5,000,000 <sup>1</sup>	4,500,000 <sup>2</sup>	NIL	NIL
Ken Chapple	2,863,616	1,431,808 <sup>3</sup>	NIL	NIL
James Collins-Taylor	1,236,404 <sup>4</sup>	618,202 <sup>5</sup>	NIL	NIL
Peter Macnab	NIL	NIL	2,500,000	5,000,001 <sup>6</sup>
Thomas Fermanis	NIL	NIL	2,500,000	5,000,001
Robert McLean	NIL	NIL	2,500,000	5,000,001
Sinton Spence	NIL	NIL	2,500,000	5,000,001

1. Subject to approval by Gold Aura Shareholders at the General Meeting an additional 5,000,000 Gold Aura Shares will be issued to Greg Starr.
2. 2,500,000 Gold Aura Options exercisable at 3 cents each on or before 30 June 2012 and 2,000,000 Gold Aura Options exercisable at 4 cents each on or before 1 April 2013.
3. 1,431,808 Gold Aura Options exercisable at 3 cents each on or before 30 June 2012.
4. Subject to approval by Gold Aura Shareholders at the General Meeting an additional 1,500,000 Gold Aura Shares will be issued to James Collins-Taylor.
5. 618,202 Gold Aura Options exercisable at 3 cents each on or before 30 June 2012.
6. 5,000,000 of these Anomaly Resources Director Shares are held by Peter Macnab's spouse Maureen Kialli.

#### 11.9 Fees and Benefits

The constitution of Gold Aura provides that the non-executive Directors may be paid for their services as Directors a sum not exceeding such fixed sum per annum as may be determined by Gold Aura in general meeting (currently set at \$100,000 to be divided among the Directors and in default of agreement then in equal shares.

In the last two financial years ending 30 June and to date in the current financial year the following amounts have been paid by Gold Aura by way of remuneration for services provided by the Directors, companies associated with the Directors or their associates in their capacity as directors:

Director Remuneration	2008	2009	2010 (YTD)
Greg Starr	\$14,355	\$40,000	\$6,666

Ken Chapple	\$228,587	\$206,938	\$34,980
James Collins-Taylor	\$21,500	\$25,000	\$4,166
<b>TOTAL</b>	<b>\$264,442</b>	<b>\$271,938</b>	<b>\$45,812</b>

In the financial year ending 30 June 2009, Mr Starr was paid or accrued an additional \$194,500 for services in addition to those provided as a Director. These relate primarily to consulting services provided as part of the Take-Over process as well as the proposed merger with Premier Minerals Pty Ltd, that did not proceed. Mr Starr also received options valued at \$3,958. In 2008, Mr Starr was paid, or accrued, \$36,000 for services in addition to those provided as a Director.

In the financial year ending 30 June 2008 Mr Collins-Taylor was paid, or accrued an additional \$2,000 for services in addition to those provided as a Director. Mr Collins Taylor also received options valued at \$8,097.

Steinepreis Paganin has acted as the legal advisers to Gold Aura in relation to the Takeover. Gold Aura estimates it will pay Steinepreis Paganin approximately \$15,000 plus GST for these services.

#### 11.10 Consents

In accordance with Section 636(3) of the Corporations Act:

- (a) Steinepreis Paganin has consented to being named as legal advisers to Gold Aura in this Bidder's Statement and has not withdrawn its consent prior to lodgement of this Bidder's Statement with the ASIC; and
- (b) Link Market Services Limited has consented to being named as the share registry to Gold Aura in this Bidder's Statement and has not withdrawn its consent prior to lodgement of this Bidder's Statement with the ASIC.

This Bidder's Statement includes statements which are made in, or based on statements made in, documents lodged with ASIC or given to ASX. Under the terms of ASIC Class Order 01/1543, the parties making those statements are not required to consent to, and have not consented to, inclusion of those statements in this Bidder's Statement. If you would like to receive a copy of any of those documents, or the relevant parts of the documents containing the statements, (free of charge), during the Offer Periods, please contact Gold Aura's Company Secretary on +61 7 3833 3872.

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

In addition, as permitted by ASIC Class Order 07/429 this Bidder's Statement contains ASX share price trading information sourced from IRESS Market Technology Limited without its consent.

#### **11.11 Date for Determining Holders**

For the purposes of Section 633(2) of the Corporations Act, the date for determining the people to whom information is to be sent under Items 6 and 12 of Section 633(1) of the Corporations Act is 7.00pm (EST) 11 September 2009.

This Bidder's Statement is dated 14 September 2009 and was approved pursuant to a resolution passed unanimously at a meeting of directors of Gold Aura.

Signed for and on behalf of  
**Gold Aura Limited**

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**John Lemon**  
**Company Secretary**

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## 12. SECTION 12 – DEFINITIONS AND INTERPRETATION

### 12.1 Definitions

In this Bidder's Statement (including its annexures), unless the context otherwise requires:

**\$** means Australian dollars.

**Acceptance Form** means the Share Acceptance Form or the Director Share Acceptance Form (or both of them), as the context requires.

**Agreement Date** means 14 July 2009, being the execution date of the Merger Implementation Agreement.

**Anomaly Resources** means Anomaly Resources Limited (ACN 125 210 433).

**Anomaly Resources A, B and C Class Shares** means the A, B and C class shares in Anomaly Resources, and all Rights attaching to those shares.

**Anomaly Resources Board** means the board of directors of Anomaly Resources.

**Anomaly Resources Director Share** means a fully paid director share in Anomaly Resources, and all Rights attaching to that share.

**Anomaly Resources Director Shareholder** means a holder of Anomaly Resources Director Shares.

**Anomaly Resources Share** means a fully paid ordinary share in Anomaly Resources, and all Rights attaching to that share.

**Anomaly Resources Shareholder** means a holder of Anomaly Resources Shares.

**ASIC** means the Australian Securities and Investments Commission.

**ASX** means ASX Limited (ACN 008 624 691) or the financial market known as the Australian Securities Exchange operated by ASX Limited, as the context requires.

**ASTC** means the ASX Settlement & Transfer Corporation.

**ASTC Settlement Rules** means the operating rules of the settlement facility provided by ASTC.

**Bid Period** has the meaning given to that term in the Corporations Act.

**Bidder's Statement** means this Bidder's Statement.

**Business Day** means a day that is not a Saturday, Sunday or any other day which is a public holiday or a bank holiday in Queensland.

**CHESS** means the Clearing House Electronic Subregister System.

**CHESS Holding** means a holding that is sponsored by CHESS.

**Closing Date** means the closing date of the Offers.

**Company** means Gold Aura Limited (ACN 067 519 779).

**Controlling Participant** has the meaning given in the ASTC Settlement Rules. Usually your Controlling Participant is a person, such as a broker, with whom you have a sponsorship agreement (within the meaning of the ASTC Settlement Rules).

**Corporations Act** means *Corporations Act 2001* (Cth).

**Director** means a director of Gold Aura.

**Director Share Acceptance Form** means the form of acceptance form for the Director Share Offer enclosed with this Bidder's Statement or alternatively any acceptance form sent to an Anomaly Resources Director Shareholder by Gold Aura's share registry in relation to the Director Share Offer.

**Director Share Offer** or **Director Share Offers** means the offers, and each of them, to be made by Gold Aura to acquire Anomaly Resources Director Shares on the terms set out in Annexure B.

**Director Share Offer Period** means the period referred to in Section 1.3 of Annexure B, during which the Director Share Offer remains open for acceptance.

**EST** means Eastern Standard Time as observed in Brisbane, Queensland.

**Foreign Anomaly Resources Shareholder** means any Anomaly Resources Shareholder or Anomaly Resources Director Shareholder whose address, as entered in the register of members of Anomaly Resources, is outside of Australia (and its external Territories) or New Zealand as at the acceptance of the Offers, but **does not include** any Anomaly Resources Shareholder or Anomaly Resources Director Shareholder that has appointed an agent in Australia or New Zealand to receive and accept the Share Offer or Director Share Offer on their behalf. Also, a person will not be a Foreign Anomaly Resources Shareholder if Gold Aura is satisfied that it is not legally or practically constrained from making the Share Offer or Director Share Offer to that person in the relevant jurisdiction and to issue Gold Aura Shares to such a person on acceptance of the Share Offer or Director Share Offer, and that it is lawful for the shareholder to accept the Share Offer or Director Share Offer in such circumstances in the relevant jurisdiction. Notwithstanding anything else in this Bidder's Statement, Gold Aura is not under any obligation to spend any money, or undertake any action, in order to satisfy itself concerning any of these matters.

**Foreign Law** means a law of a jurisdiction other than Australia.

**General Meeting** means the meeting of Shareholders of Gold Aura to be held on or about 16 October 2009.

**GOAB** means Gold Aura do Brasil Mineracao Ltda (Gold Aura's Brazilian subsidiary company)

**Gold Aura** means Gold Aura Limited (ACN 067 519 779).

**Gold Aura Convertible Note** means a convertible note issued by Gold Aura on the terms and conditions set out in Section **Error! Reference source not found.** of this Bidder's Statement.

**Gold Aura Option** means an option to acquire a Gold Aura Share.

**Gold Aura Share** means a fully paid ordinary share in Gold Aura.

**Gold Aura Shareholder** means a holder of a Gold Aura Share.

**Issuer Sponsored Holding** means a holding of Anomaly Resources Shares or Anomaly Resources Director Shares on Anomaly Resources' issuer sponsored subregister.

**Listing Rules** means the Official Listing Rules of ASX, as amended from time to time.

**Merged Entity** means Gold Aura and its subsidiaries following the acquisition by Gold Aura of all, or a majority of the Anomaly Resources Shares and Anomaly Resources Director Shares.

**Merger Implementation Agreement** means the agreement entered into between Gold Aura and Anomaly Resources in respect of the Takeover.

**NSX** means National Stock Exchange of Australia.

**Offer Period** or **Offer Periods** means the Share Offer Period or the Director Share Offer Period (or both of them), as the context requires.

**Offer** or **Offers** means the Share Offer or the Director Share Offer (or both of them), as the context requires.

**Official List** means the official list of entities that ASX has admitted and not removed.

**Official Quotation** means official quotation on ASX.

**PNG** means the Independent State of Papua New Guinea.

**Public Authority** means any government or any governmental, semi-governmental, administrative, statutory or judicial entity, authority or agency, whether in Australia or elsewhere, including the ACCC (but excluding the Takeovers Panel, ASIC and any court in respect of proceedings under Section 657G of the Corporations Act or proceedings commenced by a person specified in Section 659B(1) of the Corporations Act in relation to the Offers). It also includes any self-regulatory organisation established under statute or any stock exchange.

**Record Date** means the date set by Gold Aura under Section 633(2) of the Corporations Act, being 7.00pm (EST) on 11 September 2009.

**Rights** means all accretions to and rights attaching to the relevant Anomaly Resources Share, or Anomaly Resource Director Share, as the context requires, at or after the date of this Bidder's Statement (including, but not limited to, all dividends and all rights to receive dividends and to receive or subscribe for shares, stock units, notes or options declared, paid, or issued by Anomaly Resources).

**Share Acceptance Form** means the form of acceptance form for the Share Offers enclosed with this Bidder's Statement or alternatively any acceptance form sent to a Anomaly Resources Shareholder or Anomaly Resources Director Shareholder by Gold Aura's share registry in relation to the Share Offers.

**Share Offer** or **Share Offers** means the offers, and each of them, to be made by Gold Aura to acquire Anomaly Resources Shares on the terms set out in Annexure A.

**Share Offer Period** means the period referred to in Section 1.3 of Annexure A, during which the Share Offer remains open for acceptance.

**Subsidiary** has the meaning given to that term in Section 46 of the Corporations Act.

**Takeover** means the proposed merger of Gold Aura and Anomaly Resources by way of an off market conditional takeover offer.

**Takeover Bid** means Gold Aura's takeover bid for Anomaly Resources by making the Offers.

## 12.2 Interpretation

The following rules of interpretation apply unless intention appears or the context requires otherwise:

- (a) a reference to a time is a reference to Eastern standard time as observed in Brisbane, Queensland;
- (b) headings are for convenience only and do not affect interpretation;
- (c) the singular includes the plural and conversely;
- (d) a reference to a section is to a section of this Bidder's Statement;
- (e) a gender includes all genders;
- (f) where a word or phrase is defined, the other grammatical forms have a corresponding meaning;
- (g) \$, or cents is a reference to the lawful currency in Australia, unless otherwise stated;
- (h) a reference to a person includes a body corporate, an unincorporated body or other entity and conversely;
- (i) a reference to a person includes a reference to the person's executors, administrators, successors, substitutes (including persons taking by novation) and assigns;
- (j) a reference to any legislation or to any provision of any legislation includes any modification or re-enactment of it, any legislative provision substituted for it and all regulations and statutory instruments issued under it;
- (k) a reference to any instrument or document includes any variation or replacement of it;
- (l) a term not specifically defined in this Bidder's Statement has the meaning given to it (if any) in the Corporations Act or the ASTC Rules, as the case may be;
- (m) a reference to a right or obligation of any two or more persons confers that right, or imposes that obligation, as the case may be, jointly and individually;
- (n) a reference to you is to a person to whom an Offer is made; and

- (o) the words 'include', 'including', 'for example' or 'such as' are not used as, nor are they to be interpreted as, words of limitation, and, when introducing an example, do not limit the meaning of the words to which the example relates to that example or examples of a similar kind.



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## **ANNEXURE A – TERMS OF SHARE OFFER**

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### **1. ANNEXURE A – TERMS OF SHARE OFFER**

#### **1.1 General Terms**

- (a) Gold Aura offers to acquire all of your Anomaly Resources Shares, together with all Rights attached to them, on the following terms and conditions.
- (b) The consideration being offered by Gold Aura for the acquisition of all of your Anomaly Resources Shares is **7.5 Gold Aura Shares** per Anomaly Resources Share you own, subject to the terms and conditions set out in this Share Offer.
- (c) If you become entitled to a fraction of a Gold Aura Share under the Share Offer, the number of Gold Aura Shares will be rounded up to the nearest whole number.
- (d) If you are a Foreign Anomaly Resources Shareholder then despite any other provision of this Share Offer, you are offered and will receive for your Anomaly Resources Shares a cash amount calculated under Section 1.8 of this Annexure A.
- (e) The Gold Aura Shares to be issued pursuant to this Share Offer will, from their date of issue, rank equally in all respects with existing Gold Aura Shares currently on issue.
- (f) The rights and obligations of the Gold Aura Shares are set out in Section 11.5 of the Bidder's Statement.

#### **1.2 Official Quotation**

Gold Aura will apply to ASX for official quotation of the Gold Aura Shares to be issued under the Share Offer within 7 days after the date of the Share Offer. Quotation will not be automatic but will depend on ASX exercising its discretion. Gold Aura has already been admitted to the official list of ASX and the Gold Aura Shares to be issued under the Share Offer are of the same class as Gold Aura Shares already quoted on ASX. Gold Aura cannot guarantee, and does not represent or imply, that the Gold Aura Shares will be listed.

#### **1.3 Share Offer Period**

Unless withdrawn, this Share Offer will remain open for acceptance during the period commencing on the date of this Share Offer and ending at 7.00pm (EST) on 26 October 2009, subject to any extension in accordance with the Corporations Act.

#### **1.4 Who May Accept**

- (a) A Share Offer in this form and bearing the same date is being made to each person registered as a holder of Anomaly Resources Shares on Anomaly Resources' register of members as at the Record Date.
- (b) A person who:

- (i) is able during the Share Offer Period to give good title to a parcel of Anomaly Resources Shares; and
- (ii) has not already accepted this Share Offer which relates to those Anomaly Resources Shares,

may accept as if a Share Offer from Gold Aura on terms identical with this Share Offer had been made to that person in relation to those Anomaly Resources Shares.

- (c) If at any time during the Share Offer Period and before this Share Offer is accepted any person holds one or more distinct parcels of Anomaly Resources Shares (for example, as trustee, nominee or otherwise on account of another person) within the meaning of Section 653B of the Corporations Act, then:
  - (i) this Share Offer is deemed to consist of a separate corresponding Share Offer to that person in relation to each distinct parcel of Anomaly Resources Shares; and
  - (ii) acceptance by that person of the Share Offer for any distinct parcel of Anomaly Resources Shares is ineffective unless the person gives written notice to Gold Aura stating that the Anomaly Resources Shares consist of distinct portions and the acceptance specifies the number of the Anomaly Resources Shares in each separate parcel to which the acceptance relates.
- (d) This Share Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of the Bidder's Statement being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this Share Offer and to comply with any other necessary formality and to obtain any necessary governmental or other consents.

## 1.5 How to Accept this Share Offer

- (a) You may only accept this Share Offer in respect of 100% (and not a lesser number) of your Anomaly Resources Shares. For example, if you have 10,000 Anomaly Resources Shares and you wish to accept the Share Offer, you may only accept this Share Offer in respect of 10,000 Anomaly Resources Shares.
- (b) You may only accept this Share Offer during the Share Offer Period.
- (c) The method by which you can accept this Share Offer will depend on whether your Anomaly Resources Shares are in an Issuer Sponsored Holding or a CHES Holding. Your Anomaly Resources Shares are in an Issuer Sponsored Holding if they are sponsored directly by Anomaly Resources as issuer. Your Anomaly Resources Shares are in a CHES Holding if they are sponsored by a Broker or other CHES participant or if you are a Broker or Non-Broker Participant.
- (d) **Issuer Sponsored Holdings:** If your Anomaly Resources Shares are held on Anomaly Resources' issuer sponsored subregister when you accept, you must:

- (i) complete and sign the Share Acceptance Form in accordance with the instructions on the Share Acceptance Form; and
- (ii) ensure that the Share Acceptance Form together with all other documents required by the instructions on it are received at the following address before the end of the Share Offer Period:

**Mailing Address:**

Link Market Services Limited  
Anomaly Resources Limited Takeover  
Locked Bag A14  
SYDNEY SOUTH NSW 1235

**Delivery Address:**

Link Market Services Limited  
Anomaly Resources Limited Takeover  
Level 12  
680 George Street  
SYDNEY NSW 2000

- (e) **CHESS Holdings:** If your Anomaly Resources Shares are in a CHESS Holding when you accept this Share Offer, you must comply with the ASTC Settlement Rules. Accordingly, to accept this Share Offer in respect of your Anomaly Resources Shares:

- (i) if you are the Controlling Participant, you must initiate acceptance of this Share Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Share Offer Period; or
- (ii) if you are not the Controlling Participant, you may either:
  - (A) instruct your Controlling Participant, in accordance with the sponsorship agreement between you and the Controlling Participant, to initiate acceptance of this Share Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Share Offer Period. For non institutional shareholders, your Controlling Participant will normally be the stockbroker through whom you either bought your Anomaly Resources Shares or through whom you ordinarily trade shares on NSX; or
  - (B) alternatively, you may sign and complete the accompanying Share Acceptance Form in accordance with the terms of this Share Offer and the instructions on the Share Acceptance Form and ensure that it is received (together with all documents required by the terms of this Share Offer) before the expiry of the Share Offer Period at the address specified in Section 1.5(d)(ii) of this Annexure A. In that case, you will be deemed to have authorised Link Market Services Limited to forward your instructions to your Controlling Participant, who will then accept this Share Offer on your behalf during the Share Offer Period in accordance with the ASTC Settlement Rules and the Corporations Act.

CHESS holders should note that acceptance of the Share Offer will not be effected until it is received by their Controlling Participant and processed by them electronically through CHESS.

- (f) Once you have accepted this Share Offer, you will be unable to revoke your acceptance and the contract resulting from your acceptance will be binding on you, subject to Sections 650E and 650G of the Corporations Act.
- (g) Gold Aura may, in its sole discretion, at any time deem any Share Acceptance Form it receives to be a valid acceptance in respect of your Anomaly Resources Shares even if a requirement for acceptance has not been complied with.

## **1.6 The Effect of Acceptance**

- (a) By following the procedures described in Section 1.5 of this Annexure A, you will be deemed to have:
  - (i) accepted this Share Offer (and any variation to it) in respect of the Anomaly Resources Shares registered in your name to which this Share Offer relates, regardless of the number of Anomaly Resources Shares specified in the Share Acceptance Form;
  - (ii) agreed to the terms of the Share Offer and subject to the conditions contained in Section 1.9 of this Annexure A being fulfilled or waived, agreed to transfer (or consented to the transfer in accordance with the ASTC Settlement Rules) to Gold Aura all of your Anomaly Resources Shares;
  - (iii) agreed to accept the consideration being offered by Gold Aura and agreed to be bound by the constitution of Gold Aura;
  - (iv) authorised Gold Aura to complete the Share Acceptance Form by correcting any errors in, or, omissions from, the Share Acceptance Form as may be necessary:
    - (A) to make the Share Acceptance Form an effective acceptance of this Share Offer; and/or
    - (B) to enable registration of the transfer to Gold Aura of your Anomaly Resources Shares;
  - (v) irrevocably authorised and directed Anomaly Resources to pay to Gold Aura or to account to Gold Aura for all dividends and other distributions and entitlements which are declared, paid or which arise or accrue after the date of this Share Offer in respect of your Anomaly Resources Shares (subject to Gold Aura accounting to you for any dividends, distributions or entitlements received by it if your acceptance of this Share Offer is validly withdrawn pursuant to Section 650E of the Corporations Act or the contract resulting from that acceptance becomes void);
  - (vi) represented and warranted to Gold Aura that:
    - (A) Gold Aura will acquire good title to and beneficial ownership of all of your Anomaly Resources Shares free

from all mortgages, charges, liens, encumbrances (whether legal or equitable) and other third party interests of any kind;

- (B) you have paid Anomaly Resources all amounts which are due in respect of your Anomaly Resources Shares;
  - (C) all of your Anomaly Resources Shares are fully paid;
  - (D) you have full power and capacity to accept the Share Offer and to sell and transfer the legal and beneficial ownership of your Anomaly Resources Shares (together with all Rights attached to them) to Gold Aura; and
  - (E) the making by Gold Aura to you, and your acceptance, of this Share Offer is lawful under any Foreign Law which applies to you, to the making of this Share Offer, and to your acceptance of this Share Offer;
- (vii) unless you are a Foreign Anomaly Resources Shareholder (as that expression is defined in Section 12.1 of this Bidder's Statement), agreed to accept the Gold Aura Shares to which you become entitled by accepting this Share Offer subject to the constitution of Gold Aura and the terms of issue of the Gold Aura Shares and to have authorised Gold Aura to place your name on its register of shareholders as the holder of the Gold Aura Shares issued to you under the Share Offer;
- (viii) agreed to indemnify Gold Aura fully in respect of any claim, demand, action, suit or proceeding made or brought against Gold Aura and any loss, cost, expense, damage or liability whatsoever suffered or incurred by Gold Aura as a result of you not producing your HIN or SRN or in consequence of the transfer of your Anomaly Resources Shares to Gold Aura being registered by Gold Aura without production of your HIN or SRN;
- (ix) with effect from the later of acceptance of the Share Offer and the date that any contract resulting from that acceptance becomes, or is declared unconditional, appointed (and agreed not to revoke that appointment) Gold Aura and each of its directors, secretaries and other officers from time to time severally as your agent and true and lawful attorney, with power to do all things which you could lawfully do concerning your Anomaly Resources Shares or in exercise of any right or power derived from the holding of your Anomaly Resources Shares including, without limitation:
- (A) attend and vote in respect of your Anomaly Resources Shares at any and all meetings of members of Anomaly Resources;
  - (B) requisition or join with other holders of Anomaly Resources Shares in requisitioning and/or convening a meeting of the members of Anomaly Resources;
  - (C) demand a poll for any vote to be taken at any meeting of members of Anomaly Resources;

- (D) propose or second any resolutions to be considered at any, and all meetings of members of Anomaly Resources;
- (E) execute all forms, transfers, assignments, notices, instruments (including instruments appointing a director of Gold Aura as a proxy in respect of all or any of your Anomaly Resources Shares and a transfer form for your Anomaly Resources Shares), proxies, consents, agreements and resolutions relating to your Anomaly Resources Shares;
- (F) request Anomaly Resources to register in the name of Gold Aura or its nominee your Anomaly Resources Shares which you hold on any register of Anomaly Resources; and
- (G) do all things incidental or ancillary to the foregoing,

and to have agreed that in exercising the powers conferred by that power of attorney, the attorney shall be entitled to act in the interests of Gold Aura as the beneficial owner and intended registered holder of your Anomaly Resources Shares in respect of which you have accepted this Share Offer and to have further agreed to do all such acts, matters and things that Gold Aura may require to give effect to the matters the subject of this paragraph (including the execution of a written form of proxy to the same effect as this paragraph which complies in all respects with the requirements of the constitution of Anomaly Resources) if requested by Gold Aura. This appointment is irrevocable and terminates upon registration of a transfer to Gold Aura of your Anomaly Resources Shares; and

- (x) agreed not to vote in person at any meeting of members of Anomaly Resources or to exercise (or purport to exercise) in person, by proxy or otherwise, any of the powers conferred on Gold Aura and the directors, secretaries and other officers of Gold Aura by Section 1.6(a)(ix) of this Annexure A.
- (b) The representations, warranties, undertakings and authorities referred to in this Section 1.6 of Annexure A will (unless otherwise stated) remain in force after you receive the consideration for your Anomaly Resources Shares and after Gold Aura becomes the register as the holder of them.
- (c) Gold Aura may at any time in its absolute discretion:
  - (i) treat the receipt by it of a Share Acceptance Form during the Share Offer Period (or in an envelope post-marked before the expiry of the Share Offer Period) as a valid acceptance notwithstanding that one or more of the other requirements for a valid acceptance have not been complied with; and
  - (ii) where you have satisfied the requirements for acceptance in respect of only some of your Anomaly Resources Shares, treat the acceptance as a valid acceptance in respect of all of your Anomaly Resources Shares.

In respect of any part of an acceptance treated by it as valid, Gold Aura will provide you with the relevant consideration in accordance with Section 1.7(a) of this Annexure A, and the exercise of Gold Aura's rights under this Section 1.6 of this Annexure A will be conclusively and only evidenced by its so doing. This Section is not a condition of this Share Offer.

## **1.7 Provision of Consideration**

- (a) Subject to the terms of this Share Offer and the Corporations Act, Gold Aura will provide the consideration for your Anomaly Resources Shares not later than one month after this Share Offer is accepted or this Share Offer (or the contract resulting from its acceptance) becomes unconditional, whichever is the later, but in any event (assuming the Share Offer becomes or is declared unconditional) not later than 21 days after the end of the Share Offer Period.
- (b) Under no circumstances will interest be paid on the consideration to which you are entitled to under the Share Offer, regardless of any delay in providing the consideration or any extension of the Share Offer.
- (c) Subject to Section 1.8 of this Annexure A, the obligation of Gold Aura to allot and issue any Gold Aura Shares to which you are entitled under the Share Offer will be satisfied:
  - (i) by entering your name on the register of members of Gold Aura; and
  - (ii) if your name is entered into the issuer sponsored subregister of Gold Aura, by Gold Aura dispatching to you an issuer sponsored holding statement for the Gold Aura Shares to which you become entitled by accepting this Share Offer (by pre-paid mail to your address as shown on the register of members of Anomaly Resources).
- (d) Where the Share Acceptance Form requires an additional document to be given with your acceptance (such as a power of attorney):
  - (i) if that document is given with your acceptance, Gold Aura will provide the consideration in accordance with Section 1.7(a) of this Annexure A;
  - (ii) if that document is given after acceptance and before the end of the Share Offer Period while this Share Offer is subject to a defeating condition, Gold Aura will provide the consideration by the end of whichever of the following periods ends earlier:
    - (A) within one month after this Share Offer becomes unconditional; or
    - (B) 21 days after the end of the Share Offer Period;
  - (iii) if that document is given after acceptance and before the end of the Share Offer Period while this Share Offer is not subject to a defeating condition, Gold Aura will provide the consideration by the end of whichever of the following periods ends earlier:
    - (A) one month after that document is given; or

- (B) 21 days after the end of the Share Offer Period; and
- (iv) if that document is given after the end of the Share Offer Period, Gold Aura will provide the consideration within 21 days after that document is given.
- (e) If, at the time you accept the Share Offer, any of the following:
  - (i) Banking (Foreign Exchange) Regulations 1959 (Cth);
  - (ii) Charter of the United Nations (Terrorism and Dealing with Assets) Regulations 2002 (Cth);
  - (iii) Charter of the United Nations (Sanctions – Afghanistan) Regulations 2001 (Cth);
  - (iv) Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003 (Cth); or
  - (v) 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 authority be obtained before you receive any consideration for your Anomaly Resources Shares, or would make it unlawful for Gold Aura to provide any consideration to you for your Anomaly Resources Shares, you will not be entitled to receive any consideration for your Anomaly Resources Shares until all requisite authorities, clearances or approvals have been received by Gold Aura.

## 1.8 Foreign Shareholders

- (a) If you are a Foreign Anomaly Resources Shareholder (as that expression is defined in Section 12.1 of this Bidder's Statement), and you accept this Share Offer, Gold Aura will:
  - (i) arrange for the issue to a nominee approved by the ASIC (**Nominee**) of the number of Gold Aura Shares to which you and all other Foreign Anomaly Resources Shareholders would have been entitled but for this Section;
  - (ii) cause those Gold Aura Shares to be offered for sale in such manner, at such price and on such other terms and conditions as are approved by the Nominee; and
  - (iii) pay to you the amount ascertained in accordance with the following formula:

$$\text{Net Proceeds of Sale} \times \frac{YS}{TS}$$

Where:

- (A) **Net Proceeds of Sale** is the amount remaining after deducting the expenses of the sale from the proceeds of sale;



- (B) **YS** is the number of Gold Aura Shares which would, but for Section 1.8(a)(i) of this Annexure A, have been allotted and issued to you; and
  - (C) **TS** is the total number of Gold Aura Shares allotted and issued to the nominee under Section 1.8(a)(i) of this Annexure A in respect of the Anomaly Resources Shares held by all Foreign Anomaly Resources Shareholders.
- (b) You will be paid your share of the proceeds of the sale of the Gold Aura Shares by the Nominee in Australian currency.
  - (c) Payment will be made by cheque posted to you at your risk by pre-paid mail as soon as practicable, and in any event within the period required by the Corporations Act, to your address in the most up to date copy of the Anomaly Resources register provided to Gold Aura before your consideration cheque is produced.
  - (d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Gold Aura Shares by the Nominee, regardless of any delay in remitting these proceeds to you or your receipt of those proceeds.

#### 1.9 Defeating Conditions of this Share Offer

- (a) Subject to Sections 1.9(b) and 1.9(c) of this Annexure A, the Share Offer and any contract that results from acceptance of the Share Offer are subject to the fulfilment of the following conditions:
  - (i) **(Regulatory Consents)** ASIC, NSX and ASX providing all consents and approvals and doing other acts which are necessary to implement the Offers prior to the Closing Date.
  - (ii) **(Shareholder Approval)** Gold Aura Shareholders approving the acquisition of Anomaly Resources pursuant to the Offers at the General Meeting.
  - (iii) **(No Anomaly Resources Prescribed Event)** None of the following events occurring between the Agreement Date and the Closing Date:
    - (A) Anomaly Resources declaring, paying or distributing any dividend, bonus or other share of its profits or assets or returning or agreeing to return any capital to its members;
    - (B) Anomaly Resources or any of its Subsidiaries issuing shares, or granting an option over its shares, or agreeing to make such an issue or grant such an option, other than issuing shares in relation to options over ordinary shares which are on issue at the Agreement Date;
    - (C) Anomaly Resources or any of its Subsidiaries issuing or agreeing to issue securities or other instruments convertible into shares or debt securities unless with the prior written consent of Gold Aura;

- (D) Anomaly Resources or any of its Subsidiaries disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- (E) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries creating, or agreeing to create, any mortgage, charge, lien or other encumbrance over the whole, or a substantial part, of its business or property;
- (F) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries:
  - (I) increasing the remuneration of, or otherwise varying, the employment arrangements with any of its directors or employees;
  - (II) accelerating the rights of any of its directors or employees to compensation or benefits of any kind (including under any Anomaly Resources executive or employee share plans); or
  - (III) paying any of its directors or employees a termination or retention payment (otherwise than in accordance with an existing contract in place at the Agreement Date);
- (G) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries:
  - (I) entering into any contract or commitment (including to acquire or dispose of any asset or business (or any interest in any asset or business)) where the consideration or value is more than \$250,000, or involving revenue of more than \$250,000 per annum or expenditure or liability of more than \$250,000 per annum over the term of the contract or commitment; or
  - (II) terminating or amending in a material manner any contract material to the conduct of Anomaly Resources or any of its Subsidiaries business or which involves revenue of more than \$250,000 per annum or expenditure of more than \$250,000 over the term of the contract;
- (H) Anomaly Resources or any of its Subsidiaries increasing the size of the debt facilities currently available to Anomaly Resources and its Subsidiaries from the level existing at the Agreement Date;
- (I) Anomaly Resources or any of its Subsidiaries:

- (I) acquiring, leasing or disposing of;
- (II) agreeing or offering to acquire, lease or dispose of;
- (III) any securities, business, assets, licence, interest in a joint venture, entity or undertaking, the value of which exceeds \$100,000 other than in the ordinary course of business;
- (J) Anomaly Resources or any of its Subsidiaries resolving to be wound up;
- (K) a liquidator, provisional liquidator or administrator of Anomaly Resources or any of its material Subsidiaries being appointed;
- (L) the making of an order by a court for the winding up of Anomaly Resources or any of its material Subsidiaries;
- (M) Anomaly Resources or any of its Subsidiaries executing a deed of company arrangement;
- (N) a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of Anomaly Resources or any of its Subsidiaries being appointed and not being discharged within thirty (30) days;
- (O) Anomaly Resources or any of its Subsidiaries defaulting under any of its borrowing arrangements which has the effect of not less than \$100,000 being immediately payable by Anomaly Resources or any of its a Subsidiaries;
- (P) the constitution of Anomaly Resources or any of its Subsidiaries is amended in any material manner;
- (Q) Anomaly Resources or any of its Subsidiaries cancelling or failing to renew on expiry any existing material insurance policy;
- (R) Anomaly Resources making any material tax election or settling or compromising any material tax liability or refund; or
- (S) Anomaly Resources or any of its Subsidiaries authorises, commits or agrees to take any of the actions referred to in paragraphs (A) to (R) above;

however, not where any of the above events occurs where it is contemplated by the Merger Implementation Agreement or where Gold Aura has approved the proposed event in writing.

- (iv) **(No Anomaly Resources Material Adverse Change)** Other than for any impact on the financial or operating position of Anomaly Resources arising from the payment of legal fees, corporate advisory fees, independent expert fees and all other

fees and costs payable to advisers and third parties in connection with the Merger Implementation Agreement and the implementation of the Takeover, no material adverse change occurs to Anomaly Resources or any of its Subsidiaries taken as a whole between the Agreement Date and the Closing Date that would cause a reasonable person in the position of Gold Aura not to proceed with the Offers.

(v) **(Anomaly Resources Warranties)** The following warranties being true and correct on the Agreement Date and at the Closing Date:

- (A) Anomaly Resources, and each of its Subsidiaries, is a corporation validly existing under the laws of its place of incorporation;
- (B) Anomaly Resources has taken all necessary corporate action to authorise entry into the Merger Implementation Agreement and has taken or will take all necessary corporate action to authorise the performance of the Merger Implementation Agreement and to carry out the transactions contemplated by the Merger Implementation Agreement;
- (C) Anomaly Resources has full corporate power to execute, deliver and perform its obligations under the Merger Implementation Agreement and to carry out the transactions contemplated by the Merger Implementation Agreement;
- (D) the Merger Implementation Agreement constitutes a legal, valid and binding obligation of Anomaly Resources enforceable in accordance with its terms by appropriate legal remedy, subject to laws generally affecting creditors' rights and the principles of equity;
- (E) the Merger Implementation Agreement does not and will not conflict with or result in the breach of or default under any provision of Anomaly Resources' constitution or any material term or provision of any order, judgment, or law to which Anomaly Resources, or any of its Subsidiaries, is a party or is subject or by which it or any of its Subsidiaries is bound;
- (F) neither the execution or performance by Anomaly Resources of the Merger Implementation Agreement nor any transaction contemplated under the Merger Implementation Agreement will breach or accelerate the obligations of Anomaly Resources or of any of its Subsidiaries under any provision of any material agreement or deed to which any of them is a party;
- (G) Anomaly Resources has obtained (or will have obtained prior to the Closing Date) all necessary consents and approvals to enable it to enter into and perform the Merger Implementation Agreement. However, it does not represent or warrant that the

regulatory consents referred to in Section 1.9(a)(i) of this Annexure A will necessarily be obtained;

- (H) as at the Agreement Date, Anomaly Resources' issued capital is as set out below and there are no preference shares of any class on issue:
  - (I) 31,097,417 Anomaly Resources Shares;
  - (II) 20,000,004 Anomaly Resources Director Shares each of which have the following rights:
    - A. rank equally as to dividends with Anomaly Resources Shares;
    - B. rank equally as to voting with Anomaly Resources Shares;
    - C. rank behind Anomaly Resources Shares to the extent of \$0.01 per share on a winding up; and
    - D. convert to one Anomaly Resources Share and rank pari passu with Anomaly Resources Shares either:
      - i. automatically on Anomaly Resources listing on a recognised stock exchange other than the NSX; or
      - ii. pro rata to the raising of additional capital up to \$6,250,000 at an issue price of at least \$0.15 per Anomaly Resources Share subject to any requirements of the listing rules of any stock exchange on which Anomaly Resources is listed;
  - (III) 20 A Class Shares, 20 B Class Shares and 20 C Class Shares on issue. For the avoidance of doubt, it is a condition to the Offers under Section 1.9(a)(vii) of this Annexure A that holders of these securities enter into agreements for the cancellation of these securities conditional upon Gold Aura achieving the minimum acceptances referred to in Section 1.9(a)(vi) of this Annexure A;
  - (IV) there are no other shares in the capital of Anomaly Resources of any class on issue; and
  - (V) neither Anomaly Resources nor any of its Subsidiaries are under any obligation to issue and have not granted any person the right to call for the issue of any shares or other securities in Anomaly Resources or any of its Subsidiaries;

- (I) all of the shares in Anomaly Resources have been duly issued and allotted and are fully paid, and no money is owing in respect of any of them;
  - (J) so far as Anomaly Resources is aware all information provided by or on behalf of Anomaly Resources for inclusion in the explanatory memorandum to the notice of meeting for the General Meeting and Bidder's Statement will be complete and accurate in all respects and not misleading in any respect (including by omission); and
  - (K) Anomaly Resources has provided to Gold Aura all information of which it is aware or ought reasonably be aware which is reasonably likely to be material to the determination of the fairness of the number of shares to be offered by Gold Aura to Anomaly Resources Shareholders and Anomaly Resources Director Shareholders under the Offers.
- (vi) **(Minimum Acceptances)** Acceptance by Anomaly Resources Shareholders holding greater than 90% of Anomaly Resources Shares pursuant to the Share Offer and acceptance by Anomaly Resources Director Shareholders holding greater than 90% of Anomaly Resources Directors Shares pursuant to the Director Share Offer.
  - (vii) **(Cancellation of Anomaly Resources A, B and C Class Shares)** Holders of the Anomaly Resources A, B and C Class Shares entering into agreements on terms reasonably acceptable to Anomaly Resources and Gold Aura pursuant to which the holders of the Anomaly Resources A, B & C Class Shares agree to the cancellation of their shares conditional on Gold Aura achieving the minimum acceptances referred to in Section 1.9(a)(vi) of this Annexure A.
  - (viii) **(Extension of Agreement with Triple Plate Junction Plc)** The joint venture agreement between Anomaly Resources and Triple Plate Junction Plc in respect of the Crater Mountain project dated 23 August 2007 and as varied by deed of amendment dated 2 November 2007 is varied further by extending the end date of the Phase 2 earn-in period to 23 February 2010. This condition was satisfied on 28 July 2009.
  - (ix) **(Gold Aura Convertible Notes)** Gold Aura issuing a minimum of \$600,000 of Convertible Notes prior to 15 September 2009. This condition has been satisfied.
- (b) Each condition in Section 1.9(a) of this Annexure A is a separate, several and distinct condition, operates as a condition subsequent and is for the benefit of Gold Aura alone and may only be relied upon by Gold Aura.
  - (c) Except as provided below, Gold Aura may free this Share Offer, and any contract resulting from its acceptance, from all or any of the conditions in Section 1.9(a) of this Annexure A by giving notice to Anomaly Resources declaring the Share Offers to be free from the conditions specified in accordance with Section 650F of the Corporations Act. This notice may be given:

- (i) in relation to a condition which is a circumstance set out in Section 652C(1) or 652C(2) of the Corporations Act – not later than 3 business days after the end of the Share Offer Period; and
  - (ii) in relation to all other conditions – not later than 7 days before the end of the Share Offer Period.
- (d) Subject to the provisions of the Corporations Act, Gold Aura alone will be entitled to the benefit of the conditions in Section 1.9(a) of this Annexure A and any breach or non-fulfilment thereof may be relied upon only by Gold Aura.
- (e) The date for giving the notice required by Section 630(3) of the Corporations Act is 19 October 2009, subject to extension in accordance with 630(2) if the Share Offer Period is extended.
- (f) The Share Offer is subject to the condition that permission for admission to official quotation by ASX of the Gold Aura Shares to be issued pursuant to the Share Offer is sought no later than 7 days after the start of the Share Offer Period and is granted no later than 7 days after the end of the Share Offer Period. This condition is not a defeating condition for the purposes of the Corporations Act, and is not of the same nature as the conditions set out in Section 1.9 of this Annexure A. The Share Offer cannot be freed of this condition and consequently no statements made by Gold Aura can be taken to waive that condition.

#### **1.10 Withdrawal of Share Offer**

Gold Aura may withdraw this Share Offer at any time before you accept it, but only with the consent in writing of the ASIC (which consent may be given subject to such conditions, if any, as are imposed by the ASIC).

#### **1.11 Variation**

Gold Aura may vary this Share Offer in accordance with Section 650D of the Corporations Act.

#### **1.12 Stamp duty or other costs**

All costs and expenses of the preparation, dispatch and circulation of this Share Offer and any stamp duty payable in respect of the transfers will be paid by Gold Aura. No brokerage is payable by you if you accept this Share Offer.

#### **1.13 Governing Law**

This Share Offer and any contract that results from your acceptance of this Share Offer are governed by the laws in force in Queensland.

#### **1.14 Date of Share Offer**

This Share Offer is dated 14 September 2009. As permitted by Item 6 of Section 633(1) of the Corporations Act the directors of Anomaly Resources have agreed to the early dispatch of the Bidder's Statement and Offers.

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## **ANNEXURE B – TERMS OF DIRECTOR SHARE OFFER**

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### **1. ANNEXURE B – TERMS OF DIRECTOR SHARE OFFER**

#### **1.1 General Terms**

- (a) Gold Aura offers to acquire all of your Anomaly Resources Director Shares, together with all Rights attached to them, on the following terms and conditions.
- (b) The consideration being offered by Gold Aura for the acquisition of all of your Anomaly Resources Director Shares is **7.5 Gold Aura Shares** per Anomaly Resources Director Share you own, subject to the terms and conditions set out in this Director Share Offer.
- (c) If you become entitled to a fraction of a Gold Aura Share under the Director Share Offer, the number of Gold Aura Shares will be rounded up to the nearest whole number.
- (d) If you are a Foreign Anomaly Resources Shareholder then despite any other provision of this Director Share Offer, you are offered and will receive for your Anomaly Resources Director Shares a cash amount calculated under Section 1.8 of this Annexure B.
- (e) The Gold Aura Shares to be issued pursuant to this Director Share Offer will, from their date of issue, rank equally in all respects with existing Gold Aura Shares currently on issue.
- (f) The rights and obligations of the Gold Aura Shares are set out in Section 11.5 of the Bidder's Statement.

#### **1.2 Official Quotation**

Gold Aura will apply to ASX for official quotation of the Gold Aura Shares to be issued under the Director Share Offer within 7 days after the date of the Director Share Offer. Quotation will not be automatic but will depend on ASX exercising its discretion. Gold Aura has already been admitted to the official list of ASX and the Gold Aura Shares to be issued under the Director Share Offer are of the same class as Gold Aura Shares already quoted on ASX. Gold Aura cannot guarantee, and does not represent or imply, that the Gold Aura Shares will be listed.

#### **1.3 Director Share Offer Period**

Unless withdrawn, this Director Share Offer will remain open for acceptance during the period commencing on the date of this Director Share Offer and ending at 7.00pm (EST) on 26 October 2009, subject to any extension in accordance with the Corporations Act.

#### **1.4 Who May Accept**

- (a) A Director Share Offer in this form and bearing the same date is being made to each person registered as a holder of Anomaly Resources Director Shares on Anomaly Resources' register of members as at the Record Date.
- (b) A person who:



- (i) is able during the Director Share Offer Period to give good title to a parcel of Anomaly Resources Director Shares; and
- (ii) has not already accepted this Director Share Offer which relates to those Anomaly Resources Director Shares,

may accept as if a Director Share Offer from Gold Aura on terms identical with this Director Share Offer had been made to that person in relation to those Anomaly Resources Director Shares.

- (c) If at any time during the Director Share Offer Period and before this Director Share Offer is accepted any person holds one or more distinct parcels of Anomaly Resources Director Shares (for example, as trustee, nominee or otherwise on account of another person) within the meaning of Section 653B of the Corporations Act, then:
  - (i) this Director Share Offer is deemed to consist of a separate corresponding Director Share Offer to that person in relation to each distinct parcel of Anomaly Resources Director Shares; and
  - (ii) acceptance by that person of the Director Share Offer for any distinct parcel of Anomaly Resources Director Shares is ineffective unless the person gives written notice to Gold Aura stating that the Anomaly Resources Director Shares consist of distinct portions and the acceptance specifies the number of the Anomaly Resources Director Shares in each separate parcel to which the acceptance relates.
- (d) This Director Share Offer is not registered in any jurisdiction outside Australia (unless an applicable foreign law treats it as registered as a result of the Bidder's Statement being lodged with ASIC). It is your sole responsibility to satisfy yourself that you are permitted by any foreign law applicable to you to accept this Director Share Offer and to comply with any other necessary formality and to obtain any necessary governmental or other consents.

## 1.5 How to Accept this Director Share Offer

- (a) You may only accept this Director Share Offer in respect of 100% (and not a lesser number) of your Anomaly Resources Director Shares. For example, if you have 10,000 Anomaly Resources Director Shares and you wish to accept the Director Share Offer, you may only accept this Director Share Offer in respect of 10,000 Anomaly Resources Director Shares.
- (b) You may only accept this Director Share Offer during the Director Share Offer Period.
- (c) The method by which you can accept this Director Share Offer will depend on whether your Anomaly Resources Director Shares are in an Issuer Sponsored Holding or a CHESS Holding. Your Anomaly Resources Director Shares are in an Issuer Sponsored Holding if they are sponsored directly by Anomaly Resources as issuer. Your Anomaly Resources Director Shares are in a CHESS Holding if they are sponsored by a Broker or other CHESS participant or if you are a Broker or Non-Broker Participant.

(d) **Issuer Sponsored Holdings:** If your Anomaly Resources Director Shares are held on Anomaly Resources' issuer sponsored subregister when you accept, you must:

- (i) complete and sign the Director Share Acceptance Form in accordance with the instructions on the Director Share Acceptance Form; and
- (ii) ensure that the Director Share Acceptance Form together with all other documents required by the instructions on it are received at the following address before the end of the Director Share Offer Period:

**Mailing Address:**

Link Market Services Limited  
Anomaly Resources Limited Takeover  
Level 12  
Locked Bag 14  
SYDNEY SOUTH NSW 1235

**Delivery Address:**

Link Market Services Limited  
Anomaly Resources Limited Takeover  
Level 12  
680 George Street  
SYDNEY NSW 2000

(e) **CHESS Holdings:** If your Anomaly Resources Director Shares are in a CHESS Holding when you accept this Director Share Offer, you must comply with the ASTC Settlement Rules. Accordingly, to accept this Director Share Offer in respect of your Anomaly Resources Director Shares:

- (i) if you are the Controlling Participant, you must initiate acceptance of this Director Share Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Director Share Offer Period; or
- (ii) if you are not the Controlling Participant, you may either:
  - (A) instruct your Controlling Participant, in accordance with the sponsorship agreement between you and the Controlling Participant, to initiate acceptance of this Director Share Offer in accordance with Rule 14.14 of the ASTC Settlement Rules before the end of the Director Share Offer Period. For non institutional shareholders, your Controlling Participant will normally be the stockbroker through whom you either bought your Anomaly Resources Director Shares or through whom you ordinarily trade shares on NSX; or
  - (B) alternatively, you may sign and complete the accompanying Director Share Acceptance Form in accordance with the terms of this Director Share Offer and the instructions on the Director Share Acceptance Form and ensure that it is received (together with all documents required by the terms of this Director Share Offer) before the expiry of the Director Share Offer

Period at the address specified in Section 1.5(d)(ii) of this Annexure B. In that case, you will be deemed to have authorised Link Market Services Limited to forward your instructions to your Controlling Participant, who will then accept this Director Share Offer on your behalf during the Director Share Offer Period in accordance with the ASTC Settlement Rules and the Corporations Act.

CHESS holders should note that acceptance of the Director Share Offer will not be effected until it is received by their Controlling Participant and processed by them electronically through CHESS.

- (f) Once you have accepted this Director Share Offer, you will be unable to revoke your acceptance and the contract resulting from your acceptance will be binding on you, subject to Sections 650E and 650G of the Corporations Act.
- (g) Gold Aura may, in its sole discretion, at any time deem any Director Share Acceptance Form it receives to be a valid acceptance in respect of your Anomaly Resources Director Shares even if a requirement for acceptance has not been complied with.

## **1.6 The Effect of Acceptance**

- (a) By following the procedures described in Section 1.5 of this Annexure B, you will be deemed to have:
  - (i) accepted this Director Share Offer (and any variation to it) in respect of the Anomaly Resources Director Shares registered in your name to which this Director Share Offer relates, regardless of the number of Anomaly Resources Director Shares specified in the Director Share Acceptance Form;
  - (ii) agreed to the terms of the Director Share Offer and subject to the conditions contained in Section 1.9 of this Annexure B being fulfilled or waived, agreed to transfer (or consented to the transfer in accordance with the ASTC Settlement Rules) to Gold Aura all of your Anomaly Resources Director Shares;
  - (iii) agreed to accept the consideration being offered by Gold Aura and agreed to be bound by the constitution of Gold Aura;
  - (iv) authorised Gold Aura to complete the Director Share Acceptance Form by correcting any errors in or omissions from the Director Share Acceptance Form as may be necessary:
    - (A) to make the Director Share Acceptance Form an effective acceptance of this Director Share Offer; and/or
    - (B) to enable registration of the transfer to Gold Aura of your Anomaly Resources Director Shares;
  - (v) irrevocably authorised and directed Anomaly Resources to pay to Gold Aura or to account to Gold Aura for all dividends and other distributions and entitlements which are declared, paid or which arise or accrue after the date of this Director Share Offer

in respect of your Anomaly Resources Director Shares (subject to Gold Aura accounting to you for any dividends, distributions or entitlements received by it if your acceptance of this Director Share Offer is validly withdrawn pursuant to Section 650E of the Corporations Act or the contract resulting from that acceptance becomes void);

- (vi) represented and warranted to Gold Aura that:
  - (A) Gold Aura will acquire good title to and beneficial ownership of all of your Anomaly Resources Director Shares free from all mortgages, charges, liens, encumbrances (whether legal or equitable) and other third party interests of any kind;
  - (B) you have paid Anomaly Resources all amounts which are due in respect of your Anomaly Resources Director Shares;
  - (C) all of your Anomaly Resources Director Shares are fully paid;
  - (D) you have full power and capacity to accept the Director Share Offer and to sell and transfer the legal and beneficial ownership of your Anomaly Resources Director Shares (together with all Rights attached to them) to Gold Aura; and
  - (E) Gold Aura that the making by Gold Aura to you, and your acceptance, of this Director Share Offer is lawful under any Foreign Law which applies to you, to the making of this Director Share Offer, and to your acceptance of this Director Share Offer;
- (vii) unless you are a Foreign Anomaly Resources Shareholder (as that expression is defined in Section 12.1 of this Bidder's Statement), agreed to accept the Gold Aura Shares to which you become entitled by accepting this Director Share Offer subject to the constitution of Gold Aura and the terms of issue of the Gold Aura Shares and to have authorised Gold Aura to place your name on its register of shareholders as the holder of the Gold Aura Shares issued to you under the Director Share Offer;
- (viii) agreed to indemnify Gold Aura fully in respect of any claim, demand, action, suit or proceeding made or brought against Gold Aura and any loss, cost, expense, damage or liability whatsoever suffered or incurred by Gold Aura as a result of you not producing your HIN or SRN or in consequence of the transfer of your Anomaly Resources Director Shares to Gold Aura being registered by Gold Aura without production of your HIN or SRN; and
- (ix) with effect from the later of acceptance of the Director Share Offer and the date that any contract resulting from that acceptance becomes, or is declared unconditional, appointed (and agreed not to revoke that appointment) Gold Aura and each of its directors, secretaries and other officers from time to

time severally as your agent and true and lawful attorney, with power to do all things which you could lawfully do concerning your Anomaly Resources Director Shares or in exercise of any right or power derived from the holding of your Anomaly Resources Director Shares

- (A) attend and vote in respect of your Anomaly Resources Director Shares at any and all meetings of members of Anomaly Resources;
  - (B) requisition or join with other holders of Anomaly Resources Director Shares in requisitioning and/or convening a meeting of the members of Anomaly Resources;
  - (C) demand a poll for any vote to be taken at any meeting of the members of Anomaly Resources;
  - (D) propose or second any resolutions to be considered at any, and all meetings of the members of Anomaly Resources;
  - (E) execute all forms, transfers, assignments, notices, instruments (including instruments appointing a director of Gold Aura as a proxy in respect of all or any of your Anomaly Resources Director Shares and a transfer form for your Anomaly Resources Director Shares), proxies, consents, agreements and resolutions relating to your Anomaly Resources Director Shares;
  - (F) request Anomaly Resources to register in the name of Gold Aura or its nominee your Anomaly Resources Director Shares which you hold on any register of Anomaly Resources; and
  - (G) do all things incidental or ancillary to the foregoing,
  - (H) and to have agreed that in exercising the powers conferred by that power of attorney, the attorney shall be entitled to act in the interests of Gold Aura as the beneficial owner and intended registered holder of your Anomaly Resources Director Shares in respect of which you have accepted this Director Share Offer and to have further agreed to do all such acts, matters and things that Gold Aura may require to give effect to the matters the subject of this paragraph (including the execution of a written form of proxy to the same effect as this paragraph which complies in all respects with the requirements of the constitution of Anomaly Resources) if requested by Gold Aura. This appointment is irrevocable and terminates upon registration of a transfer to Gold Aura of your Anomaly Resources Director Shares; and
- (x) agreed not to vote in person at any meeting of members of Anomaly Resources or to exercise (or purport to exercise) in person, by proxy or otherwise, any of the powers conferred on

Gold Aura and the directors, secretaries and other officers of Gold Aura by Section 1.6(a)(ix) of this Annexure B.

- (b) The representations, warranties, undertakings and authorities referred to in this Section 1.6 of this Annexure B will (unless otherwise stated) remain in force after you receive the consideration for your Anomaly Resources Director Shares and after Gold Aura becomes the register as the holder of them.
- (c) Gold Aura may at any time in its absolute discretion:
  - (i) treat the receipt by it of an Director Share Acceptance Form during the Director Share Offer Period (or in an envelope post-marked before the expiry of the Director Share Offer Period) as a valid acceptance notwithstanding that one or more of the other requirements for a valid acceptance have not been complied with; and
  - (ii) where you have satisfied the requirements for acceptance in respect of only some of your Anomaly Resources Director Shares, treat the acceptance as a valid acceptance in respect of all of your Anomaly Resources Director Shares.

In respect of any part of an acceptance treated by it as valid, Gold Aura will provide you with the relevant consideration in accordance with Section 1.7(a) of this Annexure B, and the exercise of Gold Aura's rights under this Section 1.6 of this Annexure B will be conclusively and only evidenced by its so doing. This Section is not a condition of this Director Share Offer.

## **1.7 Provision of Consideration**

- (a) Subject to the terms of this Director Share Offer and the Corporations Act, Gold Aura will provide the consideration for your Anomaly Resources Director Shares not later than one month after this Director Share Offer is accepted or this Director Share Offer (or the contract resulting from its acceptance) becomes unconditional, whichever is the later, but in any event (assuming the Director Share Offer becomes or is declared unconditional) not later than 21 days after the end of the Director Share Offer Period.
- (b) Under no circumstances will interest be paid on the consideration to which you are entitled to under the Director Share Offer, regardless of any delay in providing the consideration or any extension of the Director Share Offer.
- (c) Subject to Section 1.8 of this Annexure B, the obligation of Gold Aura to allot and issue any Gold Aura Shares to which you are entitled under the Director Share Offer will be satisfied:
  - (i) by entering your name on the register of members of Gold Aura; and
  - (ii) if your name is entered into the issuer sponsored subregister of Gold Aura, by Gold Aura dispatching to you an issuer sponsored holding statement for the Gold Aura Shares to which you become entitled by accepting this Director Share Offer (by

pre-paid mail to your address as shown on the register of members of Anomaly Resources).

- (d) Where the Director Share Acceptance Form requires an additional document to be given with your acceptance (such as a power of attorney):
  - (i) if that document is given with your acceptance, Gold Aura will provide the consideration in accordance with Section 1.7(a) of this Annexure B;
  - (ii) if that document is given after acceptance and before the end of the Director Share Offer Period while this Director Share Offer is subject to a defeating condition, Gold Aura will provide the consideration by the end of whichever of the following periods ends earlier:
    - (A) within one month after this Director Share Offer becomes unconditional; or
    - (B) 21 days after the end of the Director Share Offer Period;
  - (iii) if that document is given after acceptance and before the end of the Director Share Offer Period while this Director Share Offer is not subject to a defeating condition, Gold Aura will provide the consideration by the end of whichever of the following periods ends earlier:
    - (A) one month after that document is given; or
    - (B) 21 days after the end of the Director Share Offer Period; and
  - (iv) if that document is given after the end of the Director Share Offer Period, Gold Aura will provide the consideration within 21 days after that document is given.
- (e) If, at the time you accept the Director Share Offer, any of the following:
  - (i) Banking (Foreign Exchange) Regulations 1959 (Cth);
  - (ii) Charter of the United Nations (Terrorism and Dealing with Assets) Regulations 2002 (Cth);
  - (iii) Charter of the United Nations (Sanctions – Afghanistan) Regulations 2001 (Cth);
  - (iv) Iraq (Reconstruction and Repeal of Sanctions) Regulations 2003 (Cth); or
  - (v) 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 authority be obtained before you receive any consideration for your Anomaly Resources Director Shares, or would make it unlawful for Gold Aura to provide any consideration to you for your Anomaly Resources Director Shares, you will not be entitled to receive any consideration for

your Anomaly Resources Director Shares until all requisite authorities, clearances or approvals have been received by Gold Aura.

## 1.8 Foreign Shareholders

- (a) If you are a Foreign Anomaly Resources Shareholder (as that expression is defined in Section 12.1 of this Bidder's Statement), and you accept this Director Share Offer, Gold Aura will:
- (i) arrange for the issue to a nominee approved by the ASIC (**Nominee**) of the number of Gold Aura Shares to which you and all other Foreign Anomaly Resources Shareholders would have been entitled but for this Section;
  - (ii) cause those Gold Aura Shares to be offered for sale in such manner, at such price and on such other terms and conditions as are approved by the Nominee; and
  - (iii) pay to you the amount ascertained in accordance with the following formula:

$$\text{Net Proceeds of Sale} \times \frac{YS}{TS}$$

Where:

- (A) **Net Proceeds of Sale** is the amount remaining after deducting the expenses of the sale from the proceeds of sale;
  - (B) **YS** is the number of Gold Aura Shares which would, but for Section 1.8(a)(i) of this Annexure B, have been allotted and issued to you; and
  - (C) **TS** is the total number of Gold Aura Shares allotted and issued to the nominee under Section 1.8(a)(i) of this Annexure B in respect of the Anomaly Resources Director Shares held by all Foreign Anomaly Resources Shareholders.
- (b) You will be paid your share of the proceeds of the sale of the Gold Aura Shares by the Nominee in Australian currency.
- (c) Payment will be made by cheque posted to you at your risk by pre-paid mail as soon as practicable, and in any event within the period required by the Corporations Act, to your address in the most up to date copy of the Anomaly Resources register provided to Gold Aura before your consideration cheque is produced.
- (d) Under no circumstances will interest be paid on your share of the proceeds of the sale of Gold Aura Shares by the Nominee, regardless of any delay in remitting these proceeds to you or your receipt of those proceeds.

## 1.9 Defeating Conditions of this Director Share Offer

- (a) Subject to Sections 1.9(b) and 1.9(c) of this Annexure B, the Director Share Offer and any contract that results from acceptance of the



Director Share Offer are subject to the fulfilment of the following conditions:

- (i) **(Regulatory Consents)** ASIC, NSX and ASX providing all consents and approvals and doing other acts which are necessary to implement the Offers prior to the Closing Date.
- (ii) **(Shareholder Approval)** Gold Aura Shareholders approving the acquisition of Anomaly Resources pursuant to the Offers at the General Meeting
- (iii) **(No Anomaly Resources Prescribed Event)** None of the following events occurring between the Agreement Date and the Closing Date:
  - (A) Anomaly Resources declaring, paying or distributing any dividend, bonus or other share of its profits or assets or returning or agreeing to return any capital to its members;
  - (B) Anomaly Resources or any of its Subsidiaries issuing shares, or granting an option over its shares, or agreeing to make such an issue or grant such an option, other than issuing shares in relation to options over ordinary shares which are on issue at the Agreement Date;
  - (C) Anomaly Resources or any of its Subsidiaries issuing or agreeing to issue securities or other instruments convertible into shares or debt securities unless with the prior written consent of Gold Aura;
  - (D) Anomaly Resources or any of its Subsidiaries disposing, or agreeing to dispose, of the whole, or a substantial part, of its business or property;
  - (E) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries creating, or agreeing to create, any mortgage, charge, lien or other encumbrance over the whole, or a substantial part, of its business or property;
  - (F) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries:
    - (I) increasing the remuneration of, or otherwise varying, the employment arrangements with any of its directors or employees;
    - (II) accelerating the rights of any of its directors or employees to compensation or benefits of any kind (including under any Anomaly Resources executive or employee share plans); or
    - (III) paying any of its directors or employees a termination or retention payment (otherwise

than in accordance with an existing contract in place at the Agreement Date);

- (G) other than in the ordinary course of business and consistent with past practice, Anomaly Resources or any of its Subsidiaries:
  - (I) entering into any contract or commitment (including to acquire or dispose of any asset or business (or any interest in any asset or business)) where the consideration or value is more than \$250,000, or involving revenue of more than \$250,000 per annum or expenditure or liability of more than \$250,000 per annum over the term of the contract or commitment; or
  - (II) terminating or amending in a material manner any contract material to the conduct of Anomaly Resources or any of its Subsidiaries business or which involves revenue of more than \$250,000 per annum or expenditure of more than \$250,000 over the term of the contract;
- (H) increasing the size of the debt facilities currently available to Anomaly Resources and its Subsidiaries from the level existing at the Agreement Date;
- (I) Anomaly Resources or any of its Subsidiaries:
  - (I) acquiring, leasing or disposing of;
  - (II) agreeing or offering to acquire, lease or dispose of;any securities, business, assets, licence, interest in a joint venture, entity or undertaking, the value of which exceeds \$100,000 other than in the ordinary course of business;
- (J) Anomaly Resources or any of its Subsidiaries resolving to be wound up;
- (K) a liquidator, provisional liquidator or administrator of Anomaly Resources or any of its material Subsidiaries being appointed;
- (L) the making of an order by a court for the winding up of Anomaly Resources or any of its material Subsidiaries;
- (M) Anomaly Resources or any of its Subsidiaries executing a deed of company arrangement;
- (N) a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of Anomaly Resources or any of its Subsidiaries being

appointed and not being discharged within thirty (30) days;

- (O) Anomaly Resources or any of its Subsidiaries defaulting under any of its borrowing arrangements which has the effect of not less than \$100,000 being immediately payable by Anomaly Resources or any of its a Subsidiaries;
- (P) the constitution of Anomaly Resources or any of its Subsidiaries is amended in any material manner;
- (Q) Anomaly Resources or any of its Subsidiaries cancelling or failing to renew on expiry any existing material insurance policy;
- (R) Anomaly Resources making any material tax election or settling or compromising any material tax liability or refund; or
- (S) Anomaly Resources or any of its Subsidiaries authorises, commits or agrees to take any of the actions referred to in paragraphs (A) to (R) above;

however, not where any of the above events occurs where it is contemplated by the Merger Implementation Agreement or where Gold Aura has approved the proposed event in writing.

- (iv) **(No Anomaly Resources Material Adverse Change)** Other than for any impact on the financial or operating position of Anomaly Resources arising from the payment of legal fees, corporate advisory fees, independent expert fees and all other fees and costs payable to advisers and third parties in connection with the Merger Implementation Agreement and the implementation of the Takeover, no material adverse change occurs to Anomaly Resources or any of its Subsidiaries taken as a whole between the Agreement Date and the Closing Date that would cause a reasonable person in the position of Gold Aura not to proceed with the Offers.
- (v) **(Anomaly Resources Warranties)** The following warranties being true and correct on the Agreement Date and at the Closing Date:
  - (A) Anomaly Resources, and each of its Subsidiaries, is a corporation validly existing under the laws of its place of incorporation;
  - (B) Anomaly Resources has taken all necessary corporate action to authorise entry into the Merger Implementation Agreement and has taken or will take all necessary corporate action to authorise the performance of the Merger Implementation Agreement and to carry out the transactions contemplated by the Merger Implementation Agreement;

- (C) Anomaly Resources has full corporate power to execute, deliver and perform its obligations under the Merger Implementation Agreement and to carry out the transactions contemplated by the Merger Implementation Agreement;
- (D) the Merger Implementation Agreement constitutes a legal, valid and binding obligation of Anomaly Resources enforceable in accordance with its terms by appropriate legal remedy, subject to laws generally affecting creditors' rights and the principles of equity;
- (E) the Merger Implementation Agreement does not and will not conflict with or result in the breach of or default under any provision of Anomaly Resources' constitution or any material term or provision of any order, judgment, or law to which Anomaly Resources, or any of its Subsidiaries, is a party or is subject or by which it or any of its Subsidiaries is bound;
- (F) neither the execution or performance by Anomaly Resources of the Merger Implementation Agreement nor any transaction contemplated under the Merger Implementation Agreement will breach or accelerate the obligations of Anomaly Resources or of any of its Subsidiaries under any provision of any material agreement or deed to which any of them is a party;
- (G) Anomaly Resources has obtained (or will have obtained prior to the Closing Date) all necessary consents and approvals to enable it to enter into and perform the Merger Implementation Agreement. However, it does not represent or warrant that the regulatory consents referred to in Section 1.9(a)(i) of this Annexure B will necessarily be obtained;
- (H) as at the Agreement Date, Anomaly Resources' issued capital is as set out below and there are no preference shares of any class on issue:
  - (I) 31,097,417 Anomaly Resources Shares;
  - (II) 20,000,004 Anomaly Resources Director Shares each of which have the following rights:
    - rank equally as to dividends with Anomaly Resources Shares.
    - rank equally as to voting with Anomaly Resources Shares.
    - rank behind Anomaly Resources Shares to the extent of \$0.01 per share on a winding up.
    - convert to one Anomaly Resources Share and rank pari passu with Anomaly Resources Shares either:

automatically on Anomaly Resources listing on a recognised stock exchange other than the NSX; or

pro rata to the raising of additional capital up to \$6,250,000 at an issue price of at least \$0.15 per Anomaly Resources Share subject to any requirements of the listing rules of any stock exchange on which Anomaly Resources is listed;

- (III) 20 A Class Shares, 20 B Class Shares and 20 C Class Shares on issue. For the avoidance of doubt, it is a condition to the Offers under Section 1.9(a)(vii) of this Annexure B that holders of these securities enter into agreements for the cancellation of these securities conditional upon Gold Aura achieving the minimum acceptances referred to in Section 1.9(a)(vi) of this Annexure B;
  - (IV) there are no other shares in the capital of Anomaly Resources of any class on issue; and
  - (V) neither Anomaly Resources nor any of its Subsidiaries are under any obligation to issue and have not granted any person the right to call for the issue of any shares or other securities in Anomaly Resources or any of its Subsidiaries;
  - (I) all of the shares in Anomaly Resources have been duly issued and allotted and are fully paid, and no money is owing in respect of any of them;
  - (J) so far as Anomaly Resources is aware all information provided by or on behalf of Anomaly Resources for inclusion in the explanatory memorandum to the notice of meeting for the General Meeting and Bidder's Statement will be complete and accurate in all respects and not misleading in any respect (including by omission); and
  - (K) Anomaly Resources has provided to Gold Aura all information of which it is aware or ought reasonably be aware which is reasonably likely to be material to the determination of the fairness of the number of shares to be offered by Gold Aura to Anomaly Resources Shareholders and Anomaly Resources Director Shareholders under the Offers.
- (vi) **(Minimum Acceptances)** Acceptance by Anomaly Resources Shareholders holding greater than 90% of Anomaly Resources Shares pursuant to the Share Offer and acceptance by Anomaly Resources Director Shareholders holding greater than 90% of Anomaly Resources Directors Shares pursuant to the Director Share Offer.

- (vii) **(Cancellation of Anomaly Resources A, B and C Class Shares)** Holders of the Anomaly Resources A, B and C Class Shares entering into agreements on terms reasonably acceptable to Anomaly Resources and Gold Aura pursuant to which the holders of the Anomaly Resources A, B & C Class Shares agree to the cancellation of their shares conditional on Gold Aura achieving the minimum acceptances referred to in Section 1.9(a)(vi) of this Annexure B.
- (viii) **(Extension of Agreement with Triple Plate Junction Plc)** The joint venture agreement between Anomaly Resources and Triple Plate Junction Plc in respect of the Crater Mountain project dated 23 August 2007 and as varied by deed of amendment dated 2 November 2007 is varied further by extending the end date of the Phase 2 earn-in period to 23 February 2010. This conditions was satisfied on 28 July 2009.
- (ix) **(Gold Aura Convertible Notes)** Gold Aura issuing a minimum of \$600,000 of Convertible Notes prior to 15 September 2009. This condition has been satisfied.
- (b) Each condition in Section 1.9(a) of this Annexure B is a separate, several and distinct condition, operates as a condition subsequent and is for the benefit of Gold Aura alone and may only be relied upon by Gold Aura.
- (c) Except as provided below, Gold Aura may free this Director Share Offer, and any contract resulting from its acceptance, from all or any of the conditions in Section 1.9(a) of this Annexure B by giving notice to Anomaly Resources declaring the Director Share Offers to be free from the conditions specified in accordance with Section 650F of the Corporations Act. This notice may be given:
  - (i) in relation to a condition which is a circumstance set out in Section 652C(1) or 652C(2) of the Corporations Act – not later than 3 business days after the end of the Director Share Offer Period; and
  - (ii) in relation to all other conditions – not later than 7 days before the end of the Director Share Offer Period.
- (d) Subject to the provisions of the Corporations Act, Gold Aura alone will be entitled to the benefit of the conditions in Section 1.9(a) of this Annexure B and any breach or non-fulfilment thereof may be relied upon only by Gold Aura.
- (e) The date for giving the notice required by Section 630(3) of the Corporations Act is 19 October 2009, subject to extension in accordance with 630(2) if the Director Share Offer Period is extended.

#### 1.10 **Withdrawal of Director Share Offer**

Gold Aura may withdraw this Director Share Offer at any time before you accept it, but only with the consent in writing of the ASIC (which consent may be given subject to such conditions, if any, as are imposed by the ASIC).

**1.11 Variation**

Gold Aura may vary this Director Share Offer in accordance with Section 650D of the Corporations Act.

**1.12 Stamp duty or other costs**

All costs and expenses of the preparation, dispatch and circulation of this Director Share Offer and any stamp duty payable in respect of the transfers will be paid by Gold Aura. No brokerage is payable by you if you accept this Director Share Offer.

**1.13 Governing Law**

This Director Share Offer and any contract that results from your acceptance of this Director Share Offer are governed by the laws in force in Queensland.

**1.14 Date of Director Share Offer**

This Director Share Offer is dated 14 September 2009. As permitted by Item 6 of Section 633(1) of the Corporations Act the directors of Anomaly Resources have agreed to the early dispatch of the Bidder's Statement and Offers.

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**ANNEXURE C - GOLD AURA'S ASX ANNOUNCEMENTS**

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Gold Aura has lodged the following announcements with ASX since the lodgement of the 2008 audited financial statements:

Date Lodged	Description of Document
25/08/09	Registry Change of Address
11/08/09	Competent Person Statements – Roadshow Presentation
11/08/09	Roadshow Presentation
05/08/09	Convertible Note
31/07/09	Quarterly Cashflow Report
31/07/09	Quarterly Activities Report
15/07/2009	Takeover Offer for Anomaly Resources
02/07/2009	Signing of Sao Chico Agreement
22/06/2009	Cleansing Notice
19/06/2009	Appendix 3B
01/06/2009	Gold Aura Update
20/05/2009	Interim Court Ruling Sao Chico Brazil
15/05/2009	Appendix 3B
08/05/2009	Response to ASX Query – Appendix 5B
30/04/2009	Quarterly Cashflow Report
30/04/2009	Quarterly Activities Report
22/04/2009	Placement
03/04/2009	Change of Director's Interest Notice
03/04/2009	Change of Director's Interest Notice
03/04/2009	Change of Director's Interest Notice
31/03/2009	Appendix 3B
26/03/2009	Placement
24/03/2009	Appendix 3B
17/03/2009	Half Year Accounts
03/03/2009	Placement



Date Lodged	Description of Document
03/03/2009	Option expiry Notice
27/02/2009	Appendix 3B
23/02/2009	Change of Auditor
17/02/2009	Appendix 3B
10/02/2009	Appendix 3B
09/02/2009	Response to Articles in the Australian
05/02/2009	Quarterly Activities Report Amendment
02/02/2009	Placement
30/01/2009	Quarterly Activities Report December 2008
30/01/2009	Change of Registered Office Address
30/01/2009	Quarterly Cashflow Report
29/01/2009	BacTech Receives Key Approvals
20/01/2009	Directors' Uptake in Non-Renounceable Rights Issue
15/01/2009	Confirmation of Details – 2008 Annual Report
09/01/2009	Change of Director's Interest Notice
09/01/2009	Change of Director's Interest Notice
09/01/2009	Change of Director's Interest Notice
29/12/2008	Non-Renounceable Issue – Applications Update
17/12/2008	Rights Issue – Directors' entitlements
28/11/2008	Extension of Non-Renounceable Rights Issue
21/11/2008	Results of Annual General Meeting
21/11/2008	2008 AGM Chairman's Address
21/11/2008	BacTech Completes PNG Technical Report
17/11/2008	Rights Issue Despatch of Prospectus
06/11/2008	Cleansing Notice
04/11/2008	Non-Renounceable Issue-Letter to Shareholders
03/11/2008	Appendix 3B
03/11/2008	Rights Issue – letter to Security Holders

<b>Date Lodged</b>	<b>Description of Document</b>
31/10/2008	Appendix 3B
31/10/2008	Rights Issue Prospectus
31/10/2008	Non-Renounceable Rights Issue
29/10/2008	Quarterly Cashflow Report
29/10/2008	Quarterly Activities Report
27/10/2008	MIA Terminated with Premier Mining Pty Ltd
23/10/2008	Notice of Annual General Meeting/Proxy Form
06/10/2008	Amended Appendix 3B and Cleansing Notice
03/10/2008	Change of Director's Interest Notice
03/10/2008	Change of Director's Interest Notice
03/10/2008	Appendix 3B
03/10/2008	Cleansing Notice
03/10/2008	Change of Director's Interest Notice

## ANNEXURE D – ANOMALY RESOURCES’ NSX ANNOUNCEMENTS

Anomaly Resources has lodged the following announcements with NSX since the lodgement of the 2008 audited financial statements:

Date Lodged	Description of Document
14/09/09	Removal of Trading Halt – Preliminary Financial report – 30 June 2009 received
14/09/09	2009 Annual Preliminary Reports (Unaudited)
14/09/09	Trading Halt – Failure to release Preliminary Financial Reports – 30 June 2009
11/09/09	Record Date for Off Market Bids
26/08/2009	Promotional Roadshow – Competent Person
11/08/2009	Roadshow Presentation
06/08/2009	Crater Mountain Joint Ventures
05/08/2009	Issuance of 1,000,000 convertible notes
15/07/2009	Trading Halt – Price Sensitive Announcement
15/07/2009	Takeover Offer Document - Gold Aura and Anomaly Resources Merger Agreement
17/06/2009	Issues to Public - Quotation of additional securities
08/04/2009	Issues to Public - Released of issued escrow shares to Martin Place Securities
08/04/2009	Issues to Public - Application for Quotation of Additional Securities
12/03/2009	Half Yearly Report Audit Review - Half Year Financial Report ended 31 December 2008
09/02/2009	Trading Halt Status - Trading Halt Price Sensitive Announcement Received
09/02/2009	Media Release - Response to Article in the Australian, Page 29, 9 February 2009
09/02/2009	Trading Halt Pending Price Sensitive Announcement
29/01/2009	Joint Venture Notice - Withdrawal from Joint Venture Project in Oram Papua New Guinea
20/11/2008	Results of Meeting for Anomaly Resources Ltd AGM held on 20 November 2008
24/10/2008	Notice of Annual General Meeting - Anomaly Resources Limited October 2008

Date Lodged	Description of Document
24/10/2008	Proxy Form – October 2008 Anomaly Resources
12/09/2008	Preliminary/Financial Statement for year ending 2008

