

Eighth Supplementary Bidder's Statement

1. Introduction

This document is the eighth supplementary bidder's statement (**Eighth Supplementary Bidder's Statement**) to the bidder's statement dated 21 March 2014 (**Bidder's Statement**) issued by Blumont Group Ltd. (**Blumont**) in relation to its off-market takeover bid for all the ordinary shares in Genesis Resources Limited (**Genesis**). This Eighth Supplementary Bidder's Statement is dated 23 December 2014.

This Eighth Supplementary Bidder's Statement supplements and should be read together with the Bidder's Statement, as well as the first supplementary bidder's statement by Blumont dated 4 April 2014, the second supplementary bidder's statement by Blumont dated 22 April 2014 (**Second Supplementary Bidder's Statement**), the third supplementary bidder's statement by Blumont dated 2 May 2014, the fourth supplementary bidder's statement by Blumont dated 6 June 2014, the fifth supplementary bidder's statement by Blumont dated 23 July 2014, the sixth supplementary bidder's statement by Blumont dated 18 August 2014 and the seventh supplementary bidder's statement by Blumont dated 29 October 2014 (**Seventh Supplementary Bidder's Statement**).

A copy of this Eighth Supplementary Bidder's Statement has been lodged with ASIC and the ASX on 23 December 2014. Neither ASIC, the ASX nor any of their officers, take any responsibility for the contents of this Eighth Supplementary Bidder's Statement. A copy of this Eighth Supplementary Bidder's Statement will also be released by Blumont on SGXNET in Singapore. The SGX assumes no responsibility for the correctness of any of the statements, reports contained/referred to or opinions expressed in this Eighth Supplementary Bidder's Statement.

Capitalised terms in this Eighth Supplementary Bidder's Statement have the same meaning as that in the Bidder's Statement unless the context requires otherwise.

2. Blumont agrees to subscribe for Genesis Shares

Blumont is pleased to announce that it has entered into a 'Placement Agreement' with Genesis under which Blumont will subscribe for 15 million Genesis Shares (**Genesis Placement Shares**). In consideration for the issue of the Genesis Placement Shares, Blumont will issue 75 million Blumont Shares to Genesis (**Blumont Placement Shares**).

The purpose of the placement under the Placement Agreement is to provide Genesis with Blumont Shares which Genesis will, at its discretion, be able to sell on the SGX and receive funds to fund operational expenditure in relation to its ongoing interests in the Plavica Project.

Completion of the issue of the Genesis Placement Shares is conditional on, firstly, Blumont receiving the approval in-principle from the SGX for the listing and quotation on the official list of the SGX for the Blumont Shares to be issued to Genesis and, secondly, Blumont not, following completion of the placement under the Placement Agreement having a relevant interest or voting power in more than 19.99% of Genesis Shares. The Blumont Placement Shares will be issued following satisfaction of these conditions.

As at the date of this Eighth Supplementary Bidder's Statement, Blumont has received acceptances under its Takeover Bid for 11,212,125 Genesis Shares (or 5.88% of all Genesis Shares on issue as at the date of this Eighth Supplementary Bidder's Statement). Assuming that all Genesis Placement Shares are issued to Blumont, and no further acceptances are received under the Takeover Bid, Blumont will, on completion of the issue of the Genesis Placement Shares, have a relevant interest in 26,212,125 Genesis Shares or 12.75% of all Genesis Shares then on issue.

3. Completion of the Powertech Transaction

Blumont is also pleased to announce that, further to our announcements in the Seventh Supplementary Bidder's Statement, the Powertech Transaction has now completed and Powertech Uranium Corp has now changed its name to Azarga Uranium Corp. (**Azarga Uranium**). Following completion of the Powertech Transaction, which is described in Section 4.6(e) of the Bidder's Statement, Blumont (through its wholly owned subsidiary, Powerlite Ventures Limited) owns 18,053,810 Azarga Uranium shares, representing 30.39% of all Azarga Uranium shares.

Azarga Uranium's principal assets are comprised of mineral properties in Colorado, South Dakota and Wyoming in the United States of America.

Its Dewey-Burdock Project, which is Azarga Uranium's primary focus of development, is located in Edgemont Uranium District and is comprised of approximately 50 mining leases and approximately 370 mining claims covering approximately 14,500 surface acres and 17,800 net mineral acres. 10,580 acres of the project are currently licensed by the Nuclear Regulatory Commission and Azarga Uranium requires regulatory approvals from two additional major agencies prior to initiation of construction and operation of the project. Azarga Uranium also has an interest in the Centennial Project (located in the western part of Weld County in northeastern Colorado which is comprised of approximately 3,600 acres of surface rights and approximately 7,100 acres of mineral rights). Further, as Azarga Uranium now owns Azarga Resources Limited (**Azarga**), Azarga Uranium now indirectly has an interest in Azarga's assets set out in section 4.6(e) of the Bidder's Statement, noting that:

- the interest in Anatolia Energy Limited (**Anatolia**) has been reduced from 15.14% to 11.33%; and
- the interest in Black Range Minerals Limited (**Black Range**) has been reduced from 22.62% to 18.56%,

due to subsequent shares issued by both Anatolia and Black Range which had a dilutionary impact on Azarga's interest in both Anatolia and Black Range.

Of the 18,053,810 Powertech shares issued to Powerlite, 25% are subject to escrow restrictions for 12 months and the remaining 75% are subject to escrow restrictions for two years.

4. Update on Condition

As set out in Section 6 of the Second Supplementary Bidder's Statement, one of the Conditions of the Offer is that prior to the end of the Offer Period, the rolling 5 day VWAP of Blumont Shares as quoted on the SGX ending on any trading day on the SGX-ST (**Blumont VWAP**) does not fall to a level that is 20% or more below the price of Blumont Shares as at the close of trading on the Business Day before the Announcement Date. Under the Second Supplementary Bidder's Statement Blumont stated that it will not seek to rely on the non-satisfaction of this Condition unless the Blumont VWAP falls below S\$0.0272.

Blumont notes that, at various times since the date of the Seventh Supplementary Bidder's Statement, the Blumont VWAP was below S\$0.0272 and, therefore, the Condition was not satisfied. Blumont waives the non-satisfaction of this Condition at any time prior to the date of this Eighth Supplementary Bidder's Statement.

5. Update on Merlin Takeover Bid

Blumont advises that, on 27 November 2014, Merlin announced to the ASX that it terminated the Merlin Bid Implementation Deed (which was the agreement that Merlin and Blumont entered into prior to the announcement of the Merlin Takeover Bid). Blumont advises that the Merlin Directors have not withdrawn their recommendation of the Merlin Takeover Bid which is currently scheduled to close on 13 February 2014. Notwithstanding the termination of the Merlin Bid Implementation Deed, the Merlin Takeover Bid has not been terminated or withdrawn.

Further to resolutions passed at Merlin's Annual General Meeting on 27 November 2014, Merlin has announced to ASX that it has issued approximately 44 million new ordinary shares and 22 million new options (**Additional Merlin Securities**). As indicated in Section 9.2 of the Seventh Supplementary Bidder's Statement, Merlin also has received shareholder approval to issue a total of up to 300 million new shares (including the Additional Merlin Securities). Blumont notes that the issue of the Additional Merlin Securities triggers a defeating condition of the Merlin Takeover Bid set out in Section 11.5(c) of the 'Bidder's Statement' for the Merlin Takeover Bid. As at the date of this Eighth

Supplementary Bidder's Statement, Blumont does not waive the breaches of that defeating condition and reserves its right to rely on the trigger of this defeating condition to allow the Merlin Takeover Bid to lapse.

6. Enquiries

Please contact the Blumont Offer Information Line on 1300 459 512 (for callers within Australia) or +61 3 9415 4290 (for callers outside of Australia) if you have any questions in relation to our Offer or this Eighth Supplementary Bidder's Statement.

APPROVAL OF EIGHTH SUPPLEMENTARY BIDDER'S STATEMENT

This Eighth Supplementary Bidder's Statement has been approved by a unanimous resolution passed of the directors of Blumont.

Signed for and on behalf of Blumont by Mr. Ng Kim Huatt, being a director of Blumont, who is authorised to sign by a resolution of the directors of Blumont.



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Mr Ng Kim Huatt
Director

Dated: 23 December 2014