

ASX Announcement & Media Release

18 February 2022

Fast Facts

ASX Code: EMR
Shares on issue: 537,761,407
Market Cap: ~A\$596 million
Cash: A\$17.9 million (at 31 Dec 2021)
Bullion: A\$19.5 million (at 31 Dec 2021)

Board & Management

Simon Lee AO, Non-Executive Chairman
Morgan Hart, Managing Director
Mick Evans, Executive Director
Ross Stanley, Non-Executive Director
Billie Slott, Non-Executive Director
Mark Clements, Non-Executive Director
and Company Secretary
Bernie Cleary, Operations Manager
Brett Dunnachie, Chief Financial Officer

Company Highlights

- First mover in an emerging gold province in Cambodia;
- Okvau Deposit: Indicated and Inferred Mineral Resource Estimate of 1.14Moz at 2.0g/t Au;
- Project built in 2021 on time on budget and now in operation;
- Forecast economics demonstrates high grade, low cost, compelling project;
 - Ore Reserve of 14.3Mt & 2.0g/t Au for 0.9Mozs in a single open pit with waste:ore ratio of 5.8:1;
 - LOM average annual production of 106,000ozs pa;
 - AISC US\$754/oz over LOM (at a US\$1,450 gold price assumption);
- Mineral Investment Agreement governs significant tax and duty concessions for first 5 years and includes offshore arbitration process;
- Highly credentialed gold project operational and development team;
- Significant resource growth potential;
- Focussed on a net positive impact on near-mine environmental and social values by targeting strict compliance with corporate governance, international guidelines (IFC PS's) and local law by engaging and collaborating with all stakeholders.

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Supplementary Bidder's Statement – Recommended and Unconditional Takeover Offer for Bullseye

Emerald Resources NL (ASX: EMR) ("Emerald") refers to its previous announcements in relation to its recommended and unconditional takeover bid for all of the issued shares of Bullseye Mining Limited (**Bullseye**) that it does not already own (**Offer**).

Emerald is pleased to attach the Company's supplementary bidder's statement lodged with ASIC today and dated 18 February 2022 which supplements the Company's bidder's statement dated 8 December 2021. A copy of the supplementary bidder's statement has also today been sent to Bullseye.

This supplementary bidder's statement contains certain disclosure as required by the Takeovers Panel in its orders dated 7 February 2022 including that the Company;

- offers withdrawal rights to those Bullseye shareholders that have accepted the Offer to date and extends the closing date of the Offer (currently 5:00pm (WST) on Friday 4 March 2022); and
- dispatches a supplementary bidder's statement which explains to shareholders the effect of the Panel's declaration and orders and includes details of how to and when they can exercise the right of withdrawal offered.

The Takeovers Panel found that there were no material deficiencies noted with the Company's bidder's statement.

Please refer to the Panel's media release dated 7 February 2022 for further information (www.takeovers.gov.au/).

As at the date of this announcement, Emerald confirms that it has a relevant interest in 55.87% of the 445,599,851 Bullseye shares currently on issue, comprising:

- 75,692,283 shares held directly by Emerald; and
- 173,250,196 shares pursuant to acceptances of the Offer by Bullseye shareholders.

Bullseye shareholders that have any questions relating to the Offer or how to accept or withdraw from the Offer made to them, should contact the Company Secretary of Emerald on +61 8 9286 6300, or your professional financial adviser.

Emerald's Managing Director, Morgan Hart, commented:

"As I have previously stated, we are pleased that the regulatory process is now complete and that Bullseye shareholders who have previously accepted our Offer can either withdraw their acceptance and retain ownership of their Bullseye shares or take no action and following the end of the withdrawal rights period receive their payment terms and deal with their liquid, ASX listed Emerald shares free of encumbrances or conditions at their own will.

"Bullseye shareholders should also note that one of the strengths of our Offer is the opportunity to hold your Emerald shares in a well-funded gold miner, with full exposure to the Bullseye assets that our well credentialed and experienced Emerald team are looking forward to extract full value.

"We encourage those Bullseye shareholders who have not yet accepted the Offer to do so before the closing date and note that at our last traded price today of \$1.11, the inherent value of one Bullseye share has risen from \$0.30 (\$1.03¹) to \$0.323. Future variations in our share price will similarly increase or decrease the inherent value of the Offer. I will leave it to Bullseye shareholders to make up their mind on the impact that successfully combining Emerald with Bullseye in an appreciating gold market will have on future shareholder value."

¹ Refer ASX announcement dated 7 December 2021 (Based on Emerald Shares traded on the ASX for the 30 calendar days from 27 October to 26 November 2021)

This ASX release was authorised on behalf of the Emerald Board by: Morgan Hart, Managing Director.

**For further information please contact
Emerald Resources NL**

**Morgan Hart
Managing Director**

About Emerald Resources NL

Overview

Emerald is a developer and explorer of gold projects. In particular, Emerald has been focused on the development and commissioning of its most advanced project, the Okvau Gold Mine in Cambodia which saw first production in June 2021. Since production commenced in June 2021, Emerald has now poured over 1,000kgs of gold bullion from its operations.

Emerald also hold a number of other projects in Cambodia which are made up of a combination of granted mining licences (100% owned by Emerald), and interests joint venture agreements. Together, Emerald's interest in its Cambodian Projects covers a combined area of 1,239km².

Forward Looking Statement

This document contains certain forward looking statements. These forward-looking statements are not historical facts but rather are based on the Company's current expectations, estimates and projections about the industry in which Emerald Resources operates, and beliefs and assumptions regarding the Company's future performance. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "potential" and similar expressions are intended to identify forward-looking statements. These statements are not guarantees of future performance and are subject to known or unknown risks, uncertainties and other factors, some of which are beyond the control of the Company, are difficult to predict and could cause actual results to differ materially from those expressed or forecasted in the forward looking statements, which reflect the view of Emerald Resources only as of the date of this announcement. The forward looking statements made in this release relate only to events as of the date on which the statements are made. Emerald Resources will not undertake any obligation to release publicly any revisions or updates to these forward-looking statements to reflect events, circumstances or unanticipated events occurring after the date of this announcement except as required by law or by any appropriate regulatory authority. This document has been prepared in compliance with the current JORC Code 2012 Edition and the ASX listing Rules.

The Company believes that it has a reasonable basis for making the forward-looking statements in this announcement, including with respect to any production targets and financial estimates, based on the information contained in this announcement. Reference is made to ASX Announcements dated 1 May 2017 and 26 November 2019. All material assumptions underpinning the production target, or the forecast financial information continue to apply and have not materially changed. 100% of the production target referred to in this announcement is based on Probable Ore Reserves.

Emerald has a highly experienced management team, undoubtedly one of the best credentialed gold development teams in Australia with a proven history of developing projects successfully, quickly and cost effectively. They are a team of highly competent mining engineers and geologists who have overseen the successful development of gold projects in developing countries such as the Bonikro Gold Project in Cote d'Ivoire for Equigold NL and more recently, Regis Resources Ltd.

Competent Persons Statements

The information in this report that relates to Exploration and Drill Results is based on information compiled by Mr Keith King, who is an employee to the Company and who is a Member of The Australasian Institute of Mining & Metallurgy. Mr Keith King has sufficient experience which is relevant to the style of mineralisation and type of deposits under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the 'Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves'. Mr Keith King has reviewed the contents of this release and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which it appears.

The information in this report that relates to Mineral Resources for the Okvau Gold Deposit was prepared by EGRM Consulting Pty Ltd, Mr Brett Gossage, who is a consultant to the Company, who is a Member of the Australasian Institute of Mining & Metallurgy (AIG), and has sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined by the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Gossage has reviewed the contents of this news release and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which it appears.

Information in this announcement that relates to Ore Reserves for the Okvau Gold Deposit is based on, and fairly represents, information and supporting documentation prepared by Mr Glenn Williamson, an independent specialist mining consultant. Mr Williamson is a Member of the Australasian Institute of Mining & Metallurgy. Mr Williamson has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person (or 'CP') as defined in the 2012 edition of the "Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves". Mr Williamson has reviewed the contents of this news release and consents to the inclusion in this announcement of all technical statements based on his information in the form and context in which it appears.

No New Information

To the extent that announcement contains references to prior exploration results and Mineral Resource estimates, which have been cross referenced to previous market announcements made by the Company, unless explicitly stated, no new information is contained. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements and, in the case of estimates of Mineral Resources that all material assumptions and technical parameters underpinning the estimates in the relevant market announcement continue to apply and have not materially changed.

EMERALD RESOURCES NL
ACN 009 795 046
FIRST SUPPLEMENTARY BIDDER'S STATEMENT

1. IMPORTANT INFORMATION

This document is the first supplementary bidder's statement (**First Supplementary Bidder's Statement**) made under section 643 of the *Corporations Act 2001* (Cth) (**Corporations Act**) by Emerald Resources NL (ACN 009 795 046) (**Emerald**) to the bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 8 December 2021 issued by Emerald (**Original Bidder's Statement**) in relation to its off-market takeover offer (**Offer**) for all of the fully paid ordinary shares on issue in Bullseye Mining Limited (ACN 118 341 736) (**Bullseye**) that it does not already hold a relevant interest in.

This First Supplementary Bidder's Statement was lodged with ASIC on 18 February 2022. Neither ASIC nor ASX, nor any of their officers, takes any responsibility for the contents of this First Supplementary Bidder's Statement.

This First Supplementary Bidder's Statement must be read together with the Original Bidder's Statement. If there is a conflict between the Original Bidder's Statement and this First Supplementary Bidder's Statement, this First Supplementary Bidder's Statement will prevail.

This First Supplementary Bidder's Statement contains certain disclosure as required by the Takeovers Panel (**Panel**) in its orders dated 7 February 2022 (**Orders**). Please refer to the Panel's media release dated 7 February 2022, available on its website (www.takeovers.gov.au), for further information.

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

Please consult your legal, financial or other professional adviser if you do not fully understand the contents of this First Supplementary Bidder's Statement.

A copy of this First Supplementary Bidder's Statement will be available on the ASX website (www.asx.com) and the Company's website (www.emeraldresources.com.au).

2. PANEL DECLARATION OF UNACCEPTABLE CIRCUMSTANCES

On 7 February 2022, the Panel made a declaration of unacceptable circumstances and final Orders in relation to the affairs of Bullseye following an application dated 6 January 2022 by Hongkong Xinhe International Investment Company Limited, in connection with Emerald's off-market takeover bid for Bullseye as announced on 7 December 2021 (**Offer**).

The Panel's Orders are set out below.

For the purposes of the Orders, "**accepting Bullseye shareholder**" means any Bullseye shareholder who had accepted the Offer prior to the Relevant Date (defined below), other than the Bullseye directors' stakes.

- (a) Bullseye must dispatch a supplementary target's statement that deals with certain disclosure issues detailed further in the Panel's Orders.
- (b) Emerald must offer withdrawal rights to accepting Bullseye shareholders. For the avoidance of doubt, the withdrawal rights do not apply to shares

sold by Bullseye shareholders to Emerald during the period in which Emerald was acquiring its pre-bid stake (i.e. prior to 7 December 2021).

- (c) Emerald must dispatch a supplementary bidder's statement that:
- (i) explains to shareholders the effect of the Panel's declaration and Orders;
 - (ii) includes details of how to exercise the right of withdrawal and the time within which the right to withdraw is available; and
 - (iii) offers withdrawal rights to accepting Bullseye shareholders, for a period of not less than 10 trading days (in total) that meet the following requirements:
 - (A) trading in Emerald shares is available on market (ie, it is not subject to any trading halt or suspension), and
 - (B) the period starts from the date which is the later of the dispatch of Bullseye's supplementary target's statement and the dispatch of Emerald's supplementary bidder's statement (**Relevant Date**).
- (d) If prior to the end of the period that a Bullseye shareholder can withdraw acceptance under Order (b), a competing proposal for Bullseye is made which Bullseye directors determine is a superior proposal to the Emerald bid, the Bullseye directors' (and their associated entities') acceptances are cancelled, and they must not accept the Emerald bid unless they subsequently determine that the Emerald bid is superior.
- (e) Emerald must not purport to rely on item 9 of section 611 of the Corporations Act by taking into account voting power in shares in respect of which acceptances are withdrawn under Order (b) or in respect of which acceptances are cancelled under Order (d).
- (f) Emerald must not process any acceptances under the Bid until the expiry of the period that Bullseye shareholders can withdraw their acceptances under Order 2(b).
- (g) Emerald must extend its Bid until no earlier than 5:00pm (AEDT) on the day after the end of the period that a shareholder can withdraw acceptance under Order (b). For the avoidance of doubt, this order does not prevent Emerald further extending its Bid in accordance with the Corporations Act.
- (h) Emerald must not take any action to enforce clause 2.4 of the Bid Implementation Agreement, or otherwise accept an offer to nominate directors to the board of Bullseye, until the end of the period that a shareholder can withdraw acceptance under Order (b).

(together the **Panel Orders**).

A full copy of the Panel Orders can be obtained on the Panel website (www.takeovers.gov.au/) or from the ASX.

3. ACCEPTING BULLSEYE SHAREHOLDER RIGHTS

If you are an accepting Bullseye shareholder (as defined in Section 2 above) you have two options:

1. **You may do nothing**, in which case, Emerald will process your acceptance and issue the relevant Emerald consideration shares to you as soon as practicable following the expiry of the period specified in Section 2(c)(iii) above (**Relevant Period**), and otherwise in accordance with the terms of the Offer.
2. **You may elect to exercise your right to withdraw your acceptance of the Offer** by providing Emerald with notice of your withdrawal pursuant to the attached form (**Withdrawal Form**), within the Relevant Period.

If you choose to exercise this withdrawal right and return a completed Withdrawal Form so that it is received by Emerald within the Relevant Period (as defined in Section 2(c)(iii) above), your acceptance of the Offer will be cancelled, you will retain your Bullseye shares and you will not be issued any Emerald consideration shares.

If an accepting Bullseye shareholder withdraws an acceptance in this manner, and is legally entitled to withdraw their acceptance, Emerald must, before the end of 14 days after the day it receives the Withdrawal Form:

- (a) cancel the Bullseye shareholder's acceptance of the Offer; and
- (b) return to the Bullseye shareholder any documents that were sent by the Bullseye shareholder to Emerald with the acceptance of the Offer.

If you have any queries in relation to the above, please feel free to contact Emerald at admin@emeraldresources.com.au or +61 8 9286 6300.

4. TIMETABLE AND EXTENSION OF OFFER PERIOD

In accordance with the Orders, on 11 February 2022, Emerald gave notice pursuant to section 650D of the Corporations Act that it varies the Offer by:

- (a) extending the period during which the Offer will remain open for acceptance until **5:00pm (AWST) on 4 March 2022**, unless withdrawn or further extended; and
- (b) replacing references to '11 February 2022' with '4 March 2022' in all places in the Bidder's Statement and the Acceptance Form where '11 February 2022' appears (or is deemed to appear) as the last day of the Offer Period.

As announced on 6 January 2022, Emerald declared its Offer free from all the conditions in section 10.8 of Emerald's Bidder's Statement dated 8 December 2021. Accordingly, the Offer is now unconditional.

5. CAPITAL STRUCTURE

As at the date of this Supplementary Bidder's Statement, following conversion of certain convertible instruments on issue in Bullseye since the date of the Original Bidder's Statement, Bullseye's issued securities as at the date of this First Supplementary Bidder's Statement is as follows:

Fully paid ordinary shares	445,599,851
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Based on the number of Bullseye Shares on issue on the day immediately prior to the date of this First Supplementary Bidder's Statement (and excluding those Shares already held by Emerald), up to 107,844,772 Emerald Shares could be issued as consideration under the Offer.

The effect of the Offer on the capital of Emerald is set out below, assuming no other Emerald Shares are issued.

	Shares
Current	537,761,407
Consideration Shares	Up to 107,844,772
TOTAL	645,606,129

As at the date of this First Supplementary Bidder's Statement, Emerald has a relevant interest in 55.87% of the 445,599,851 Bullseye shares currently on issue, comprising:

- (a) 75,692,283 shares held directly by Emerald; and
- (b) 173,250,196 shares pursuant to acceptances of the Offer by Bullseye shareholders.

6. DIRECTOR'S AUTHORISATION

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



Signed for and on behalf of
Emerald Resources NL
Simon Lee AO
Chairman

THIS DOCUMENT IS IMPORTANT. IF YOU DO NOT UNDERSTAND IT, PLEASE CONSULT YOUR PROFESSIONAL ADVISER.

Return your form

By Mail	In Person	By Email
Emerald Resources NL c/o Automic Group GPO Box 5193 Sydney NSW 2001	Automic Group Level 5, 125 Philip St Sydney NSW 2000	corporate.actions@automicgroup.com.au

WITHDRAWAL

Please tick the box below and fill out your details below should you wish to **WITHDRAW** your acceptance of the Emerald Offer.

I wish to **WITHDRAW** my acceptance of the Emerald Offer.

Note: If you choose not to exercise your withdrawal right, your existing acceptance will stand and Emerald will process your acceptance and issue the relevant Emerald consideration shares to you as soon as practicable following the expiry of the withdrawal period.

Shareholder Details

Insert the name and address details of the Bullseye Mining Limited (ACN 118 341 736) (**Bullseye**) registered shareholder

Shareholder name (as specified on the Bullseye register)	
Number of Bullseye Shares held:	
Address:	
Contact number:	
Contact name (if different to registered name):	

Your form will be treated as received on the date it is first received by us.

Date: _____ 2022.

Please sign with the appropriate boxes below.

Individual or Joint Shareholder 1	Joint Shareholder 2	Joint Shareholder 3

**Sole Director &
Sole Company Secretary**

Director/Company Secretary

Director