

14 January 2013

Company Announcements Platform ASX Limited 20 Bridge Street Sydney NSW 2000

AusNiCo Limited ACN 122 957 322 – Compulsory acquisition of ordinary shares Taronga Mines Limited ACN 126 854 288

We refer to the off-market takeover bid made by AusNiCo Limited ACN 122 957 322 (AusNiCo) for all of the ordinary shares on issue in Taronga Mines Limited ACN 126 854 288 (Taronga) (Offer). The Offer closed at 7:00pm (Brisbane time) on 27 December 2012.

On 11 December 2012, AusNiCo announced that it had a relevant interest in 91% of all of the ordinary shares in Taronga.

In accordance with section 661B(1)(d) of the *Corporations Act 2001* (Cth) (Corporations Act), we enclose an ASIC Form 6021 (Compulsory Acquisition Notice) and the accompanying cover letter to be sent to remaining Taronga shareholders. The Compulsory Acquisition Notice was lodged with the Australian Securities and Investments Commission today in accordance with section 661B(1)(b) of the Corporations Act. The Compulsory Acquisition Notice and the accompanying cover letter will be sent to Taronga shareholders who have not validly accepted the Offer.

Karl Schlobohm Company Secretary

AusNiCo Limited



14 January 2013

Notice of compulsory acquisition - AusNiCo Limited to acquire remaining ordinary shares in Taronga Mines Limited

Dear Taronga Mines Limited shareholder

As announced to the market on 11 December 2012, AusNiCo Limited ACN 122 957 322 (**AusNiCo**) has acquired a relevant interest in over 90% of the ordinary shares in Taronga Mines Limited ACN 126 854 288 (**Taronga**) pursuant to the offer set out in the Replacement Bidder's Statement dated 26 November 2012 (**Offer**). The Offer closed on 27 December 2012.

AusNiCo is now moving to acquire the balance of the Taronga shares through the compulsory acquisition provisions in the *Corporations Act 2001* (Cth) (Corporations Act). This compulsory acquisition process entitles AusNiCo to acquire all of your Taronga shares, with five new AusNiCo shares being issued for each Taronga share acquired.

We **enclose** an ASIC Form 6021 (**Compulsory Acquisition Notice**) to compulsorily acquire your Taronga shares. The Compulsory Acquisition Notice was lodged with ASIC and the ASX on 14 January 2013. As well as providing formal notice of AusNiCo's intention to compulsorily acquire your Taronga shares, the Compulsory Acquisition Notice sets out certain rights available to you under the Corporations Act in response to the Compulsory Acquisition Notice and provides that your Taronga shares will be acquired by AusNiCo on the terms of the Offer that applied immediately before the end of the Offer Period.

The issue of AusNiCo shares under the compulsory acquisition process will be made on a timeline consistent with Corporations Act requirements.

Please disregard this letter and the Compulsory Acquisition Notice if you have accepted the Offer or otherwise disposed of all of your Taronga shares.

If you have any questions or require additional assistance please contact AusNiCo's Company Secretary, Karl Schlobohm on Line on +61 7 3303 0661.

Karl Schlobohm
Company Secretary

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AusNiCo Limited

Australian Securities & Investments Commission

Form 6021

Corporations Act 2001 661B(1)(a)

Notice of compulsory acquisition following takeover bid

Lodgement details	Who should ASIC contact if there is a query about this form?		
	Name A transport of the Carlot		
	Peter Burge		
	ASIC registered agent number (if applicable)		
	1653		
	Company/entity name and a first the first the second secon		
	HopgoodGanim		
	ACN/ABN/ARBN/ARSN		
	Telephone number (07) 3024 0468		
	Postal address		
	PO Box 7822 Waterfront Place QLD 4001		
	TO DOX 7022 Wateritorit Fibbe QED 4001		
	Email address (antional)		
	Litiali address (optional)		
	p.burge@hopgoodganim.com.au		
Votice	To:		
lame and address of holder.	Name - Na		
	The remaining shareholders of Taronga Mines Limited		
	ACN (if applicable)		
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Name of target company or body	Office, unit, level Street number and Street name Suburb/City State/Territory Postcode Country (if not Australia) Securities of: Name ('the Company')		
Name of target company or body	Office, unit, level Street number and Street name Suburb/City State/Territory Postcode Country (if not Australia) Securities of:		

Continued Notice		
	1. Under an in the second of t	
Tick one box	Off Market Bid	Maria.
	Market Bid	
	offers were made by	
Name of bidder.	AusNiCo Limited ACN 122 957 322	
	in respect of the acquisition of	
Insert description of class of securities which the bid related		
which the pig telated	In the Company.	
	The offers	
Tick one box	⊠ closed	
	are scheduled to close	
	on	
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Insert date offers closed or are scheduled to close		
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	 You are, or are entitled to be, registered as the holder of securities in respect of which an offer was made, but have not accepted the takeover offer. 	
	3. The bidder hereby gives you notice under subsection 661B(1) of the Corporations Act 2001 ("the Act") that the bidder has become entitled pursuant to subsection *661A(1)/661A(3) of the Act to compulsorily acquire your securities and	7
	desires to acquire those securities.	
	4. Under section 661D of the Act, you have the right, by notice in writing given to the bidder within one month after this notice is lodged with ASIC, to ask the bidder for a written statement of the names and addresses of everyone else the bidder has given this notice to.	:
Insert paragraph 5 only where alternative terms are included in the offer	5. You are entitled, within one month after being given this notice, or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, by notice in writing to the bidder, to elect which of the following forms of consideration will apply to the acquisition of your securities:	
Insert details of alternative terms.	NOT APPLICABLE	
	If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form consideration that will apply will be:	of
Set out the terms that will apply	NOT APPLICABLE	
		<u> </u>
	6. Under section 661E of the Act, you have the right, within one month after being given this notice or within 14 days after being given a statement requested under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, to apply to the Court for an order that the securities not be compulsorily acquired.	
	7. The bidder is entitled and bound to acquire the securities on the terms that applied under the takeover bid immediately before	
Tick one box	this notice was given	
LIGHT OHE DOX	the end of the offer period.	
	8. Unless on application made by you under section 661E within one month after being given this notice (as referred to in paragraph 6 of the notice) or within 14 days after being given a statement under section 661D of the Act (as referred to in paragraph 4 of this notice), whichever is the later, the Court otherwise orders, the bidder must comply with paragraph 7 of this notice.	

Name of person signing KANL SCHLOBOHY Capacity Signature Date signed

Y]

Lodgement

Send completed and signed forms to: Australian Securities and Investments Commission, PO Box 9827 in your capital city.

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[M

M] [Y

Or lodge the form in person at an ASIC Service Centre (see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au

Need help? www.asic.gov.au/question

Telephone 1300 300 630

Form 6021

Corporations Act 2001 661B(1)(a)

Guide:

Notice of compulsory acquisition following takeover bid

This guide does not form part of the form. It is included by ASIC to assist you in completing and lodging the Form 6021.

Signature	This form must be signed by:	
	(a) where the bidder is or includes a natural person or natural persons, by the person or by each of the persons;	
	(b) where the bidder is or includes a corporation or corporations, by a director or secretary of the corporation or each of the corporations.	
Lodgement period	NIL TO THE REPORT OF THE PROPERTY OF THE PROPE	
Lodgement fee	Nil.	
Other forms to be completed	NI PERSONAL PROPERTY OF THE PR	
Additional information	(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.	
	(b) This notice must be given to each person who:	
	(i) holds bid class securities on the day on which the notice is lodged with ASIC; or	
	(ii) if the bidder elects under paragraph 661A(4)(c) to acquire securities that come to be in the bid class after the notice is given - a holder of the convertible securities.	
	(c) If the target is listed, a copy of this notice must be given to each relevant securities exchange on the same day as it is lodged with ASIC.	
	(d) The bidder must dispatch the notices:	
	(i) during, or within one month after the end of, the offer period or court approval; and	
	(ii) on the day the bidder lodged the notice with ASIC or on the next business day.	
How to provide additional information	Annexures If there is insufficient space in any section of the form, you may submit annexures as part of this lodgement.	
	To make any annexure conform to the regulations, you must	
	1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides	
	2. show the company name and ACN	
	3. number the pages consecutively	
	 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied 	
	5. mark the annexure with an identifying letter or symbol eg a,b,c or 1,2,3 etc.	
	endorse the annexure with the words: This annexure (mark) of (number) pages referred to in form (form number and title)	
	7. sign and date the annexure.	
	The annexure must be signed by the same person(s) who signed the form.	

Lodgement

Send completed and signed forms to: Australian Securities and Investments Commission, PO Box 9827 in your capital city.

Or lodge the form in person at an ASIC Service Centre (see www.asic.gov.au/servicecentres)

For more information

Web www.asic.gov.au

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