Partner Contact

John Williamson-Noble T +61 2 9263 4030

Our ref

jwilliamson-noble@gtlaw.com.au

JWN:1020732



LAWYERS

22 January 2014

By fax | 4 pages

ASX Market Announcements Australian Securities Exchange Limited

Fax 1300 135 638

Sydney

2 Park Street Sydney NSW 2000 Australia GPO Box 3810 Sydney NSW 2001 T+81 2 9263 4000 F +61 2 9263 4111 www.gtlaw.com.au

Takeover offer by Wealth Mining Pty Ltd for Carabella Resources Limited

0

We act for Wealth Mining Pty Ltd (ACN 162 884 068) (**Wealth Mining**) in its off-market takeover bid to acquire all of the ordinary shares in Carabella Resources Limited (ACN 143 355 471) (**Carabella**).

On behalf of our client, we enclose the following the Second Supplementary Bidder's Statement dated 22 January 2014 in accordance with section 647(3)(b) of the Corporations Act 2001 (Cth) (Act).

Yours faithfully Gilbert + Tobin

John Williamson-Noble

Partner

T +61 2 9263 4030

jwilliamson-noble@gtlaw.com.au

Tim Gordon

Lawyer

T +61 2 9263 4251 tgordon@gtlaw.com.au



Second Supplementary Bidder's Statement



In relation to the Offer by

Wealth Mining Pty Ltd (ACN 162 884 068)

to acquire all of your shares in

Carabella Resources Limited (ACN 143 355 471)

for the amount of 0.455 cash per share.

To accept this Offer you must complete and sign the Acceptance Form provided with the Bidder's Statement previously sent to you, and return it to the address set out on the form before the Offer closes.

The Offer closes at 7.00pm (Sydney time) on Wednesday, 29 January 2014, unless extended.

Wealth Mining Offer Information Line: 1 800 441 104 (within Australia) or +61 2 8767 1213 (international) This is an important document and requires your immediate attention.

If you are in any doubt about how to deal with this document, you should contact your legal, financial, tax or other professional adviser immediately.

Second Supplementary Bidder's Statement

0

Introduction

This document is a supplementary bidder's statement dated 22 January 2014 (Second Supplementary Bidder's Statement) under section 643 of the Corporations Act 2001 (Cth) issued by Wealth Mining Pty Ltd (ACN 162 884 068) (Wealth Mining). This Second Supplementary Bidder's Statement supplements, and must be read together with, the Bidder's Statement dated 5 December 2013 lodged with ASIC and ASX on 5 December 2013 (Original Bidder's Statement) and the first supplementary bidders statement dated 24 December 2013 (First Supplementary Bidder's Statement)in relation to Wealth Mining's off-market takeover bid for all of the ordinary shares in Carabella Resources Limited (ACN 143 355 471) (Carabella) that it does not already own.

This document will prevail in the event of any inconsistency with the Original Bidder's Statement and First Supplementary Bidder's Statement. Unless the context requires otherwise, terms defined in the Original Bidder's Statement and First Supplementary Bidder's Statement have the same meaning where used in this document.

A copy of this document was lodged with ASIC on and is dated 22 January 2014. Neither ASIC nor any of its officers takes any responsibility for the contents of this document.

Wealth Mining loan to Carabella

As announced on Monday 20 January 2014, Wealth Mining has obtained a relevant interest in Carabella exceeding 50%. This change of control triggered a payment obligation under the Cooperation Deed between Carabella and Mr Christoper Wallin dated 16 September 2013 (Cooperation Deed). Namely, Mr Wallin was entitled to be paid in lieu on a change of control for the second and third tranche of shares that he would have been issued in the future under the Cooperation Deed.

As announced by Carabella on Tuesday 21 January 2014, on request by Carabella, Wealth Mining agreed to loan Carabella approximately \$8,000,000 in order that Carabella could meet its obligations to pay to Mr Christopher Wallin the amount owed to him on change of control of Carabella under the Cooperation Deed. Wealth Mining advanced the required amount to the Carabella on 21 January 2014 to facilitate Carabella making of this payment in accordance with the terms of the Cooperation Deed. That loan amount was provided on the basis that it may only to be used to pay the amount due under the Cooperation Deed and is repayable within 30 days on written demand by the Wealth Mining subject to Wealth Mining not being able to give such a payment demand notice if to do so would result in Carabella becoming insolvent as a consequence of that demand being made.

Change to Carabella Board

As announced by Carabella on Tuesday 21 January 2014, each of Messrs Amer, Addison, Fidock, Kidston and Quin, tendered their resignations as directors of Carabella on 21 January 2014, while Mr. Quin will remain as Chief Executive Officer of Carabella. As also announced by Carabella in that same announcement, the appointment of nominees of Wealth Mining, being Messrs Hutchinson, Shen, and Cheong, as directors of Carabella was approved and became effective at the time of such resignations.

How to ACCEPT the Offer

Details on how to accept the Offer are set out in section 9.3 of the Original Bidder's Statement. If you have any further questions on how to accept the Offer, please call the Wealth Mining Offer Information Line on 1 800 441 104 (within Australia) or +61 2 8767 1213 (international) between 9.00am and 5.00pm (Sydney time) on Business Days. Please note that calls to the above numbers will be recorded.

Approval of Supplementary Bidder's Statement

0

This Supplementary Bidder's Statement has been approved by a unanimous resolution passed by the directors of Wealth Mining Pty Ltd.

22 January 2014,

Signed for and on behalf of

Jan Detchin

Woalth Mining Pty Ltd

by:

lan Hutchinson Deputy Chairman

01128145_0 page | 2