

CAPITAL STRUCTURE

Shares on Issue: 192.5m

Unlisted Options: 13.5m

Market Cap: \$11.55m

[Click here](#) for latest share price (ASX: LMR)



CASH ON HAND

\$17.46 million

(as at 31 March 2013)

CORPORATE DIRECTORY

Mr Marcello Cardaci
Non-Executive Chairman

Mr Ryan Rockwood
Executive Director

Mr Anthony Viljoen
Executive Director

Mr Fortune Mojapelo
Non-Executive Director

Ms Shannon Coates
Company Secretary

CONTACT DETAILS

Principal and Registered Offices

Suite 1, Ground Floor
83 Havelock Street
West Perth WA 6005
Telephone: +61 8 9486 4768
Facsimile: +61 8 9322 5230

WEBSITE

www.lemurresources.com

13 May 2013

ADVICE TO SHAREHOLDERS IN RESPONSE TO TAKEOVER OFFER BY BUSHVELD MINERALS LIMITED

Lemur Resources Limited (ASX: LMR) (**Lemur**) wishes to advise that AIM-listed Bushveld Minerals Limited (a company incorporated in Guernsey) (**Bushveld**) has informed Lemur that it will announce that it intends to make an unsolicited off-market takeover bid for all of the ordinary shares in Lemur. Lemur understands Bushveld will offer 3 Bushveld shares for every 5 Lemur shares (the **Offer**), which values Lemur at A\$0.099 per share (based on the closing share price for Bushveld shares of £0.109 per share on 9 May 2013 and an exchange rate of A\$1.00:£0.659). As the consideration offered comprises Bushveld shares, the value of the consideration will vary with the market price of Bushveld shares.

A copy of Bushveld's proposed announcement dated 13 May 2013 has been provided to Lemur and is annexed. Lemur understands that Bushveld intends to release the announcement on AIM later today.

Two directors of Bushveld are also on the board of Lemur. Accordingly, the Lemur Board has established an Independent Board Committee consisting of Mr Marcello Cardaci and Mr Ryan Rockwood (**Independent Directors**) to consider and respond to the Offer. The Independent Directors will review the offer documents once they are received and provide further advice in due course.

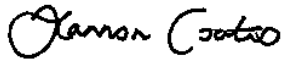
Meanwhile, Lemur's shareholders are advised to **TAKE NO ACTION** in relation to the Offer or any document received from Bushveld.

The Independent Directors will keep shareholders informed of further developments as they occur and will provide a formal recommendation on the Offer in ample time for shareholders to make an informed decision.

The Independent Directors' focus will be on shareholder value maximisation and this Offer, or any other offers or proposals, will be considered in that context.

Gilbert + Tobin has been appointed as Lemur's legal adviser in relation to the Offer.

AUTHORISED BY



Shannon Coates
Company Secretary

About Lemur Resources

Lemur Resources is focused on the development of the Company's significant coal assets in Madagascar. Headquartered in Perth, Western Australia, the Company is planning to develop a thermal coal mine at its 99% owned Imaloto Coal Project, located in the Imaloto Coal Basin in Madagascar. Lemur's board and management have significant experience in developing commercial coal mining operations in Africa. The Company listed on the ASX in August 2011.

For further information see www.lemurresources.com

CONTACT:

Ryan Rockwood
Executive Director
Lemur Resources Limited
Tel: +61 8 9486 4768

MEDIA CONTACT:

Professional Public Relations
Tel: +61 8 9388 0944 / 0408 438 772
Email: david.ikin@ppr.com.au



BUSHVELD MINERALS LIMITED

18-20 Le Pollet, St Peter Port, Guernsey, GY1 1WH
Block A, Ground Floor, 24 Fricker Road, Illovo,
Johannesburg, South Africa, 2116
t: +27 11 268 6555 ■ f: +27 11 268 5170

Takeover Offer for Lemur Resources Limited

The Board of Bushveld Minerals Limited (AIM:BMN) (**Bushveld or the Company**) announces its intention to make an off-market takeover offer (**Offer**) to acquire all of the ordinary shares in Lemur Resources Limited (ASX:LMR) (**Lemur**).

Offer Highlights:

- The Offer provides consideration of three (3) Bushveld Shares for every five (5) Lemur Shares.
- Values Lemur at **A\$0.099 per share** and provides a **premium of 65.5%** to Lemur's closing price on 10 May 2013 of A\$0.060 per share, based on the closing share price for Bushveld Shares of £0.109 per share on 9 May 2013 and an exchange rate of A\$1.00:£0.659 on 9 May 2013.
- Lemur Shareholders will benefit from exposure to Bushveld's strategy to create a diversified African junior mining company and its quality management team and will gain exposure to a diversified portfolio of mineral assets.
- Bushveld has been advised that certain Lemur shareholders, who together hold approximately 42% of the issued capital of Lemur, intend to accept the Offer within five business days after commencement of the Offer Period in the absence of a superior proposal being publicly announced before the end of that five business day period.

The Offer is subject to minimal conditions which are set out in Appendix 1 below. Importantly, the Offer is not subject to a minimum acceptance condition.

Bushveld is a mineral development company focused on exploring and developing mineral projects on the Bushveld Complex in South Africa. Bushveld's primary projects are the Bushveld Iron Ore Project and the Mokopane Tin Project, both located on the northern limb of the Bushveld Complex. Bushveld listed on the AIM Market of the London Stock Exchange (**AIM**) on 26 March 2012 and is incorporated in Guernsey.

Based on the closing price of Bushveld Shares on AIM on 9 May 2013 and Lemur Shares on the ASX on the last trading day prior to the announcement of the Offer being 10 May 2013 (**Pre-Announcement Price**), the Offer represents an implied value of A\$0.099 per Lemur Share (total equity value circa A\$19.1 million) and a premium of:

- 65.5% to Lemur's closing share price on the ASX of A\$0.060 on 10 May 2013, using Bushveld's closing share price on AIM on 9 May 2013 of £0.109 and an exchange rate of A\$1.00:£0.659 on date 9 May 2013;
- 71.2% to Lemur's one month VWAP on the ASX of A\$0.058 to 10 May 2013, using Bushveld's one month VWAP on AIM to 9 May 2013 of £0.109; and
- 76.0% to Lemur's three month VWAP on the ASX of A\$0.059 to 10 May 2013, using Bushveld's three month VWAP on AIM to 9 May 2013 of £0.114

As the consideration offered comprises Bushveld shares, the value of the consideration will vary with the market price of Bushveld shares.

The Directors of Bushveld believe the Offer is a compelling proposition for Lemur Shareholders. If the Offer is successful, it will:

- create a diversified African junior mining company with a portfolio of mineral assets in South Africa and Madagascar;
- enable Lemur Shareholders to acquire exposure to the Bushveld Iron Ore Project and the Mokopane Tin Project in South Africa, mineral projects in the commodity segments of iron ore and tin, which benefit from attractive market fundamentals and strong forward demand profiles;
- align the interests of the company's various shareholder groups;
- enable Lemur Shareholders to benefit from the Bushveld board and management team's technical and management expertise which can deliver the development strategy for the combined portfolio of assets and generate enhanced value;
- enhance global capital market and institutional investor awareness through an anticipated increase in broker research coverage and greater access to capital markets in the United Kingdom as well as Australia; and
- increase liquidity and market presence.

Bidder's Statement

Bushveld is in the process of preparing a formal Bidder's Statement in respect of the Offer which it will lodge with the Australian Securities Exchange (**ASX**) and Australian Securities and Investments Commission (**ASIC**) shortly, in accordance with applicable regulatory requirements.

The Bidder's Statement will provide in detail the reasons why Lemur Shareholders should accept the Offer from Bushveld.

Advisers

RFC Ambrian Limited is acting as corporate adviser to Bushveld, Fox Davies Capital as Nominated Adviser and Broker to Bushveld, Steinepreis Paganin is acting as Australian legal adviser to Bushveld, and Lewis Silkin LLP is acting as UK legal adviser to Bushveld.

Contacts

For further information on Bushveld please visit its website, www.bushveldminerals.com or please contact:

Bushveld Minerals Limited	Fortune Mojapelo / Anthony Viljoen	Tel: +27 11 268 6555
RFC Ambrian Limited	Oliver Morse	Tel: +61 8 9480 2500
Fox Davies Capital Limited (Nominated Adviser and Broker)	Jonathan Evans	Tel: +44 20 3463 5000
Tavistock Communications	Jos Simson/Jessica Fontaine	Tel: +44 207 9203150

Appendix 1 – Conditions of the Offer

The Offer and any contract that results from acceptance of the Offer is subject to the fulfilment of the following conditions:

- (i) Approvals: Bushveld receives all regulatory and shareholder approvals or consents:
 - A. that are necessary to permit the Offer to be lawfully made to and accepted by Lemur Shareholders and completed; or
 - B. that are required as a result of the Offer or the successful acquisition of Lemur Shares and are necessary for the continued operation of the business of Lemur or Bushveld; or
 - C. that are required or imposed by the ASX, ASIC, AIM or the Takeovers Panel,in each case on an unconditional basis, or on the basis of conditions that impose only non-material requirements incidental to approval or consent and, at the end of the Offer Period, all of those approvals and consents remain in full force and effect in all respects and are not subject to any notice of intention or indication of intention to revoke, suspend, restrict, modify or not renew those approvals or consents.
- (ii) No material adverse effect: That no Specified Event or series of Specified Events occurs or becomes apparent that will, or is reasonably likely to, have a material adverse effect on the business, assets and liabilities, financial position and performance, profits and losses or prospects of Lemur and its Subsidiaries, including as a result of making the Offer or the acquisition of Lemur pursuant to the Offer. For these purposes, a “Specified Event” is:
 - A. an event or occurrence that occurs on or after the Announcement Date and before the end of the Offer Period;
 - B. an event or occurrence that occurs before the Announcement Date but only becomes apparent or is announced or publicly disclosed between the Announcement Date and the end of the Offer Period; or
 - C. an event or occurrence that will or is reasonably likely to occur following the Offer Period and which has not been publicly announced prior to the Announcement Date.
- (iii) No material acquisitions, disposals, or new commitments: Except for any proposed transaction or project publicly announced by Lemur before the Announcement Date, none of the following events occur during the period from the Announcement Date to the end of the Offer Period:
 - A. Lemur, or a Subsidiary of Lemur, acquires, offers to acquire or agrees to acquire one or more companies, businesses or assets (or an interest in one or more companies, businesses or assets) for an amount in aggregate greater than A\$3.5 million or makes an announcement about such an acquisition offer or agreement;
 - B. Lemur, or a Subsidiary of Lemur, disposes of, offers to dispose or agrees to dispose of one or more companies, businesses or assets (or an interest in one or more companies, businesses or assets) for an amount, or in respect of which the book value (as recorded in Lemur’s balance sheet as at 31 December 2012) is, in aggregate greater than A\$3.5 million or makes an announcement about such a disposition, offer or agreement;
 - C. Lemur, or a Subsidiary of Lemur, enters into, offers to enter into, or agrees to enter into, any agreement, joint venture, partnership, farm-in agreement, management agreement or commitment which would require expenditure, or the foregoing of revenue, by Lemur and/or its Subsidiaries of an amount which is, in aggregate, more than A\$3.5 million or makes an announcement in relation to such an entry, offer or agreement; or
 - D. Lemur, or a Subsidiary of Lemur, increases its liabilities, borrowings or indebtedness by more than A\$3.5 million or makes an announcement in relation to any such increase of liabilities, borrowings or indebtedness;
 - E. Lemur, or a Subsidiary of Lemur, incurs or commits to, or brings forward the time for incurring or committing to, or grants to another person a right to exercise of which would involve Lemur or any

Subsidiary of Lemur incurring or committing to, any capital expenditure, borrowing or liability (or foregoes revenue) for one or more related items of in aggregate greater than A\$3.5 million or makes an announcement about such commitment;

- F. Lemur, or a Subsidiary of Lemur, enters into, or offers to enter into, or agrees to enter into, a transaction that has the same economic effect as any of the things in Sections A to E above or resolves to do any of the things in Sections A to E above or this Section F;
- G. Lemur, or a Subsidiary of Lemur, makes or announces any changes to its constitution or proposes or passes any special resolution;
- H. Lemur, or a Subsidiary of Lemur, issues or agrees to issue any equity, debt or hybrid security (other than on an exercise of a Lemur Option on issue at the Announcement Date);
- I. Lemur, or a Subsidiary of Lemur, gives or agrees to give any encumbrance over any of its assets otherwise than in the ordinary course of business;
- J. Lemur, or a Subsidiary of Lemur, enters into, agrees to enter into, or renews any contract of service or varies or agrees to vary any existing contract of service with any current or proposed director or manager;
- K. Lemur, or a Subsidiary of Lemur, pays or agrees to pay any retirement benefit or allowance to any current or proposed director, manager or other employee, or makes or agrees to make any substantial change in the basis or amount of remuneration or the terms of redundancy or other employee entitlements of any current or proposed director, manager or other employee (except as required by law or provided under any superannuation, provident or retirement scheme as in effect on the Announcement Date); or
- L. Lemur, or a Subsidiary of Lemur, conducts its business otherwise than in the ordinary course.

(iv) No restraining orders: Between the Announcement Date and the end of the Offer Period:

- A. no court or Public Authority has issued, taken steps to issue, or threatened to issue an order, temporary restraining order, preliminary or permanent injunction, decree or ruling or taken any action enjoining, restraining or otherwise imposing a legal restraint or prohibition;
- B. there is no preliminary or final decision, order or decree, ruling, legal restraint, prohibition, other action or refusal issued by a court or Public Authority in effect;
- C. no application is made to any court or Public Authority (other than by Bushveld or any of its Subsidiaries or related bodies corporate) or action, inquiry or investigation is announced, threatened or commenced by a court or Public Authority,

in consequence of, or in connection with, the Offer (including a determination by ASIC or the Takeovers Panel in exercise of the powers and discretions conferred by the Corporations Act), which:

- D. restrains or prohibits (or if granted or completed could reasonably be expected to restrain or prohibit or establish grounds for restraining or prohibiting), or delays or imposes material additional conditions or amendments to (or if granted or completed could reasonably be expected to delay or impose material additional conditions or amendments to), or otherwise materially adversely affects, or could reasonably be expected to materially adversely affect, the making of the Offer or the completion of any other transaction contemplated by the Offer (whether subject to conditions or not) or the rights of Bushveld or any of its related bodies corporate in respect of Lemur and the Lemur Shares to be acquired under the Offer, or the business, assets, profits, financial or trading position or prospects of the Lemur Group as Bushveld or its related bodies corporate intend to operate the Lemur Group; or
- E. requires or prevents (or if granted or completed could reasonably be expected to require or prevent or establish grounds for requiring or preventing) the divestiture by Bushveld or any related body corporate of any Lemur Shares, or the divestiture of any assets of Bushveld or any related body corporate, the Lemur Group or otherwise.

(v) No person exercising rights under certain agreements or instruments: Between the Announcement Date and the end of the Offer Period, no person exercises or purports to exercise, or states an intention to exercise, any rights, or refuses to give any consent or approval, under any provision of any agreement or other instrument (including any permit or licence) to which Lemur or any Subsidiary of Lemur is a party, or by or to which Lemur or any Subsidiary of Lemur or any of their assets may be bound or be subject, which results, or could result, to an extent which is material in the context of Lemur or the Lemur Group taken as a whole, in:

- A. any monies borrowed by or indebtedness or liability (actual or contingent) of Lemur or any Subsidiary of Lemur being or becoming repayable or being capable of being declared repayable immediately or earlier than the repayment date stated in such agreement or other instrument;
- B. any such agreement or other instrument being terminated or modified or any action being taken or arising thereunder;
- C. the interest of Lemur or any Subsidiary of Lemur in any firm, joint venture, trust, corporation or other entity or asset, property or estate (or any arrangements relating to such interest) being terminated, modified or ceasing to exist); or
- D. the business, assets, profits, financial or trading position of Lemur or any Subsidiary of Lemur with any other person being adversely affected,

as a result of the acquisition of Lemur Shares by Bushveld or the change of any voting or management control over Lemur or its Subsidiaries.

(vi) No prescribed occurrences: None of the following events happen in the period between the Announcement Date and the end of the Offer Period:

- A. Lemur converting all or any of its shares into a larger or smaller number of shares under Section 254H of the Corporations Act;
- B. Lemur or a Subsidiary of Lemur resolving to reduce its share capital in any way;
- C. Lemur or a Subsidiary of Lemur entering into a buyback agreement or resolving to approve the terms of a buyback agreement under Sub-Sections 257C(1) or 257D(1) of the Corporations Act;
- D. Lemur or a Subsidiary of Lemur making an issue of shares or granting an option over its shares or agreeing to make such an issue or grant such an option, other than an exercise of a Lemur Option on issue at the Announcement Date;
- E. Lemur or a Subsidiary of Lemur issuing, or agreeing to issue, convertible notes;
- F. Lemur or a Subsidiary of Lemur disposing or agreeing to dispose, of the whole, or a substantial part, of its business or property;
- G. Lemur or a Subsidiary of Lemur charging, or agreeing to charge, the whole, or a substantial part, of its business or property;
- H. Lemur or a Subsidiary of Lemur resolving that it be wound up;
- I. the appointment of a liquidator or provisional liquidator of Lemur or of a Subsidiary of Lemur;
- J. the making of an order by a court for the winding up of Lemur or of a Subsidiary of Lemur;
- K. an administrator of Lemur or of a Subsidiary of Lemur being appointed under Sections 436A, 436B or 436C of the Corporations Act;
- L. Lemur or a Subsidiary of Lemur executing a deed of company arrangement; or
- M. the appointment of a receiver, or a receiver and manager, in relation to the whole, or a substantial part, of the property of Lemur or of a Subsidiary of Lemur.

Appendix 2 – Definitions

AIM means the market of that name operated by the London Stock Exchange plc.

Announcement Date means 13 May 2013 (Perth Time), being the date the Offer was announced on AIM.

ASIC means the Australian Securities and Investments Commission.

ASX means the licensed securities exchange operated by ASX Limited ACN 008 624 691 or the Australian Securities Exchange (as the context requires).

ASX Listing Rules means the official listing rules of the ASX, as amended from time to time.

Bushveld Share means a fully paid ordinary share in the capital of Bushveld.

Lemur Group means Lemur and its Subsidiaries.

Lemur Share means a fully paid ordinary share in the capital of Lemur.

Lemur Shareholders means all persons who hold Lemur Shares.

London Stock Exchange or LSE means the London Stock Exchange plc.

Offer Period means the period during which the Offer is open for acceptance.

Public Authority means any government or any governmental, semi-governmental, statutory or judicial entity, agency or authority, whether in Australia, the United Kingdom or elsewhere, including (without limitation) any self-regulatory organisation established under statute or otherwise discharging substantially public or regulatory functions, and ASX, LSE or any other stock exchanges.

Subsidiary means a subsidiary within the meaning given to that term in Section 9 of the Corporations Act.

Takeovers Panel means the Takeovers Panel established under section 171 of the Australian Securities and Investments Commission Act 2001 (Cth).