



ACN: 162 884 068

Wealth Mining Pty Ltd  
Level 32, 126-130 Phillip Street  
Sydney, NSW 2000, Australia  
Phone: +61 (2) 8257 0700

**7 February 2014**

**By e-lodgement**

The Manager  
Company Announcements Office  
ASX

Dear Sir/Madam,

**Takeover bid by Wealth Mining Pty Ltd for Carabella Resources Limited: Compulsory acquisition**

We enclose, pursuant to section 661B(1) of the *Corporations Act 2001* (Cth), a pro forma copy of Form 6021 *Notice of compulsory acquisition following takeover bid* and the accompanying letter sent to Carabella shareholders which was lodged with ASIC today in relation to the Wealth Mining Pty Ltd's takeover bid for Carabella Resources Limited.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Ian Hutchinson', written in a cursive style.

Ian Hutchinson

**Deputy Chairman  
Wealth Mining Pty Ltd**

**7 February 2014**

Dear Carabella shareholder

**Notice of Compulsory Acquisition of Carabella Resources Limited Shares**

As you may be aware, on 19 December 2013 Wealth Mining Pty Ltd (**Wealth Mining**) made offers under an off-market takeover offer for all the ordinary shares in Carabella Resources Limited (**Carabella**).

The takeover offer closed at 7.00pm on 5 February 2014.

Wealth Mining has now acquired a relevant interest in more than 90% of Carabella shares. Wealth Mining will now exercise its right to acquire the remaining shares under the compulsory acquisition provisions of the Corporations Act on the same terms as under the takeover offer.

Our records indicate that you have not yet accepted the offer, and therefore your shares will be compulsorily acquired. In this case, Wealth Mining will pay to Carabella the consideration for your Carabella shares on completion of the compulsory acquisition procedure. Once it has received the consideration from Wealth Mining, Carabella will send a letter to you which will set out how you may claim the consideration from Carabella. Subject to the provisions of the Corporations Act, this is likely to occur in late March 2014.

If you have any questions in relation to the compulsory acquisition of your Carabella shares, place contact the Wealth Mining Offer Information Line on 1800 441 104 (within Australia) or +61 2 8767 1213 (international) between 9.00am and 5.00pm (Sydney time) on business days.

Yours faithfully,



Ian Hutchinson

**Deputy Chairman  
Wealth Mining Pty Ltd**



# Notice of compulsory acquisition following takeover bid

If there is insufficient space in any section of the form, you may attach an annexure and submit as part of this lodgement

## Lodgement details

Who should ASIC contact if there is a query about this form?

Name

JOHN WILLIAMSON-NOBLE

ASIC registered agent number (if applicable)

Company/entity name

GILBERT + TOBIN

ACN/ABN/ARBN/ARSN

Telephone number

(03) 8656 4073

Postal address

2 PARK STREET

SYDNEY, NSW 2000

Email address (optional)

jwilliamson-noble@gtlaw.com.au

## Notice

Name and address of holder.

To:

Name

Addressed to the Carabella Limited shareholder named on the letter enclosed with this "Notice of compulsory acquisition following takeover bid".

ACN (if applicable)

At the office of, C/- (if applicable)

Office, unit, level

Street number and Street name

Suburb/City

State/Territory

Postcode

Country (if not Australia)

Name of target company or body

Securities of:

Name ('the Company')

CARABELLA RESOURCES LIMITED

ACN

143 355 471

**Continued... Notice**

1. Under an

Tick one box  Off Market Bid  
 Market Bid

offers were made by

Name of bidder.

Insert description of class of securities to which the bid related   
 in respect of the acquisition of  
  
 In the Company.

The offers

Tick one box  closed  
 are scheduled to close

on

Insert date offers closed or are scheduled to close

Date   /   /    
 [D] [D] [M] [M] [Y] [Y]

2. 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 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.

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.

~~If you do not elect which of the alternative forms of consideration will apply to the acquisition of your securities, the form of consideration that will apply will be:~~

Set out the terms that will apply

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.  
 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.

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**Signature**

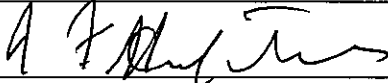
Name of person signing

IAN HUTCHINSON

Capacity

DIRECTOR

Signature



Date signed

0	7	/	0	2	/	1	4
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[D	D]	[M	M]	[Y	Y]
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**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](http://www.asic.gov.au/servicecentres))

**For more information**Web [www.asic.gov.au](http://www.asic.gov.au)Need help? [www.asic.gov.au/question](http://www.asic.gov.au/question)

Telephone 1300 300 630

