

DOURADO RESOURCES LIMITED

ASX Release
3 November 2010

ASX: DUO

Off Market Takeover Bid by Dourado Resources Limited for 100% of the Shares in Aurium Resources Limited – Dourado Bid Offer Now Unconditional

Further to the Company's announcement on 7 October 2010, **enclosed** for immediate release, is a copy of Dourado Resources Limited ("**Dourado**" or "**Company**") Second Supplementary Bidder's Statement in respect of its off market takeover offer to acquire 100% of the shares in Aurium Resources Limited ("**Aurium**") (**Bidder's Statement**).

The Second Supplementary Bidder's Statement was lodged with the Australian Securities and Investments Commission and served on Aurium today. Dourado intends to dispatch the Supplementary Bidder's Statement to Aurium shareholders on or about 4 November 2010.

Dourado has now freed the Offer from all defecting conditions which means the bid is now unconditional.

A copy of the notice pursuant to Section 650(F) of the Corporation Act to this effect is **enclosed**.

The bid offer stands at 1 cent in cash, 1 Dourado Fully Paid Ordinary Share and 1 Dourado Option for every 10 Aurium fully paid shares and 1 Dourado Fully Paid Ordinary Share and 1 Dourado Option for every 2,000 Aurium partly paid shares.

The Company also advises that the Bid Period remains open to 18 November 2010.

An Appendix 3B in relation to the Dourado offer pursuant to the takeover bid is also **enclosed**.



Peter Del Fante
Managing Director

For more information about Dourado Resources Limited please visit the website at:
www.dourado.com.au

SECOND SUPPLEMENTARY BIDDER'S STATEMENT

By Dourado Resources Limited (ACN 131 090 947) in respect of the Offers to acquire all of the ordinary shares of Aurium Resources Limited (ACN 123 821 929)

1 INTRODUCTION

This document is the Second Supplementary Bidder's Statement (**Second Supplementary Bidder's Statement**) by Dourado Resources Limited (**Dourado**) dated 3 November 2010 under section 643 of the Corporations Act in relation to the off-market takeover offer by Dourado to acquire all of the issued shares in Aurium Resources Limited (**Aurium**) as set out in Dourado's Bidder's Statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 2 September 2010 (**Original Bidder's Statement**) and the First Supplementary Bidder's Statement dated and lodged 7 October 2010 (**First Supplementary Bidder's Statement**).

This Second Supplementary Bidder's Statement has been prepared by Dourado to ensure that full information has been provided to Aurium shareholders in respect of the Offers made by Dourado.

A copy of this Second Supplementary Bidder's Statement was lodged with ASIC on 3 November 2010. Neither the ASIC nor any of its officers takes any responsibility for the contents of this Supplementary Bidder's Statement.

This Second Supplementary Bidder's Statement supplements, and must be read together with, the Original Bidder's Statement, the First Supplementary Bidder's Statement and the Second Supplementary Bidder's Statement.

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

2 ALL DEFEATING CONDITIONS WAIVED

The Offer made pursuant to the Bidder's Statement was subject to various defeating conditions.

Dourado has today freed the Offer from all defecting conditions, being:

- 2.1 the minimum acceptance condition (being the condition set out in section 4.6(a)(i) of the Original Bidder's Statement);
- 2.2 the net tangible assets condition (being the condition set out in section 4.6(a)(ii) of the Original Bidder's Statement);
- 2.3 none of the 'prescribed occurrences' referred to in section 652C of the Corporations Act occurring (being the condition set out in section 4.6(a)(iii) of the Original Bidder's Statement).

As the Offer is now free of defecting conditions Dourado will now be processing all acceptances received in accordance with the terms of the Bidder's Statement.

3 **ADMISSION TO QUOTATION**

It was brought to the attention of Dourado by ASIC that the Appendix 3B lodged on 16 September 2010 in relation to the Offer was lodged outside the timeframe required by section 625(3) of the Corporations Act.

Dourado has received a remedial order from the Federal Court of Australia pursuant to section 1325A(2) of the *Corporations Act (Act)* that for the purposes of the Offer, the date for compliance with section 625(3)(c)(i) of the Act be extended to 16 September 2010.

4 **INCREASE IN BID CONSIDERATION**

After the lodgement of the Supplementary Bidder's Statement ASIC advised Dourado that in ASIC's opinion, Dourado required a modification of the Corporations Act to enable it to increase the consideration offered pursuant to the Takeover Bid by the addition of Dourado Options as part of the increased consideration.

For the avoidance of doubt, Dourado applied for and received an ASIC modification dated 27 October 2010 which has modified the Corporations Act:

- 4.1 to allow Dourado to increase the consideration offered by offering options over unissued shares in addition to a cash sum and shares; and
- 4.2 in circumstances where there is an increase in consideration, an application for admission to quotation of the options will be made within 7 days after the offers are varied.

5 Dourado is pleased to confirm that the increased consideration offered pursuant to the Takeover Bid is:

- (a) one (1) cent in cash, one (1) Dourado Share **and one (1) Dourado Option** for every ten (10) Aurium full paid shares; and
- (b) one (1) Dourado Share **and one (1) Dourado Option** for every two thousand (2,000) Aurium partly paid share.

Dourado will make an application to ASX for admission to quotation of the Dourado Options offered within 7 days.

The terms and conditions of the Dourado Options are as follows:

- (a) Each Dourado Option entitles the holder to subscribe for and be allotted one ordinary fully paid share in Dourado.
- (b) The Dourado Options are exercisable at 20 cents each.
- (c) The Dourado Options will expire on 30 November 2014.
- (d) The Dourado Options are exercisable at any time on or prior to the expiry date by notice in writing to the directors of Dourado accompanied by payment of the exercise price.
- (e) The Dourado Options are freely transferable.
- (f) All shares issued upon exercise of the Dourado Options will rank *pari passu* in all respects with Dourado's existing ordinary fully paid shares. Dourado will

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apply for Official Quotation by the ASX of all shares issued upon exercise of the Dourado Options.

- (g) There are no participating rights or entitlements inherent in the Dourado Options and holders will not be entitled to participate in new issues of capital offered to shareholders during the currency of the Dourado Options. However, if from time to time on or prior to the expiry date Dourado makes an issue of new shares to the holders of ordinary fully paid shares, Dourado will send a notice to each holder of Dourado Options at least nine (9) Business Days before the record date referable to that issue. This will give Option holders the opportunity to exercise their Dourado Options prior to the date for determining entitlements to participate in any such issue.
- (h) If from time to time on or prior to the expiry date Dourado makes an issue of shares to the holders of ordinary fully paid shares in Dourado by way of capitalisation of profits or reserves (a bonus issue), then upon exercise of their Dourado Options, Option holders will be entitled to have issued to them (in addition to the shares which would otherwise be issued to the member upon such exercise) the number of shares of the class which would have been issued to them under that bonus issue (bonus shares) if on the record date for the bonus issue they had been registered as the holder of the number of shares of which they would have been registered as holder if, immediately prior to that date, they had duly exercised their Dourado Options and the shares the subject of such exercise had been duly allotted and issued to them. The bonus shares will be paid up by Dourado out of profits or reserves (as the case may be) in the same manner as was applied in relation to the bonus issue and upon issue will rank pari passu in all respects with the other shares allotted upon exercise of the Dourado Options.
- (i) There is no right to a change in the exercise price of the Dourado Options or to the number of shares over which the Dourado Options are exercisable in the event of a new issue of capital (other than a bonus issue) during the currency of the Dourado Options.
- (j) In the event of any reorganisation of the issued capital of Dourado on or prior to the expiry date, the rights of an option holder will be changed to the extent necessary to comply with the applicable ASX Listing Rules in force at the time of the reorganisation.

A copy of Dourado's notice in relation to the increase in consideration is enclosed.

6 INFORMATION IN RELATION TO THE BIDDER

Since the lodgement of the Supplementary Bidder's Statement Dourado has released to ASX the following announcements:

12/10/2010	Appendix 3B Rectification - Aurium Take Over Bid
15/10/2010	AGU: Supplementary Target's Statement
20/10/2010	Change in substantial holding for AGU

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21/10/2010	Change in substantial holding on Aurium Take Over for AGU
21/10/2010	Doolgunna and Mooloogool Stage 1 Auger Sampling Complete
29/10/2010	Notice of 2010 Annual General Meeting/Proxy Form
29/10/2010	September 2010 Quarterly Activities Report
29/10/2010	September 2010 Quarterly Cashflow Report

Pursuant to section 712 of the Corporations Act these announcements have been lodged with ASIC and are incorporated into this Second Supplementary Bidder's Statement. A full copy of the announcements can be obtained free of charge from Dourado during the Offer Period and are also available on the ASX website. If any person receiving the Offer requires any further information in relation to Dourado the directors recommend that they take advantage of the ability to inspect or obtain copies of these documents.

7 INFORMATION IN RELATION TO AURIUM

Aurium released its quarterly report for the quarter ended 30 September 2010 to ASX on 29 October 2010.

In the quarter to 30 September 2010 Aurium:

- (a) made payments for exploration and evaluation in the amount of \$224,000;
- (b) made payments in relation to administration in the amount of \$494,000.

Aurium's estimated cash outflows for the quarter to 31 December 2010 are:

- (a) \$350,000 in relation to exploration and evaluation; and
- (b) \$200,000 in relation to administration.

Based on this information Dourado notes that Aurium expects to spend significantly more on administration than on exploration and evaluation in the 6 months to 31 December 2010.

In the quarter to 30 September 2010 Dourado:

- (a) made payments of \$784,000 in relation to exploration and evaluation; and
- (b) made payments of \$174,000 in relation to administration.

For the quarter to 31 December 2010 Dourado's estimated cash outflows are:

- (a) \$285,000 for exploration and evaluation; and
- (b) \$250,000 for administration.

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These figures show that over the 6 months to 31 December 2010 Dourado will be spending substantially more on exploration and evaluation than Aurium and substantially less on administration.

8 STATUS OF OFFERS

As at the date of this Second Supplementary Bidder's Statement, Dourado has Voting Power in Aurium of 5.30%.

Based on the closing price of Dourado's shares (being 18 cents) and Dourado options being (4 cents) on ASX on the date prior to the date of this Second Supplementary Bidder's Statement the market value of the consideration offered is 2.3 cents per Aurium Fully Paid Shares and 0.011 cents per Aurium Partly Paid Share.

Dourado notes that this price represents:

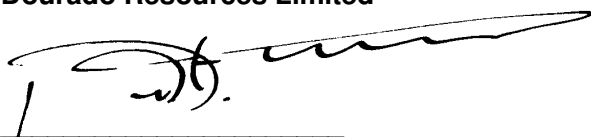
- (a) a 9.5% premium to the closing price of Aurium Fully Paid Shares on ASX on the day prior to Dourado first announcing its increased consideration (being 2.1 cents); and
- (b) a 35% premium to the closing price of Aurium Fully Paid Shares on ASX on the day prior to Dourado first announcing its intention to make the Takeover Bid (being 1.7 cents).

Now that Dourado has declared the offer free from all defeating conditions Dourado urges all Aurium shareholders who have not already done so to accept the offer before the closing date (which is currently 18 November 2010).

For those Aurium shareholders who have not accepted the Offer, a further blue Acceptance Form is enclosed.

Signed for and on behalf of

Dourado Resources Limited



Robert Marusco
Company Secretary

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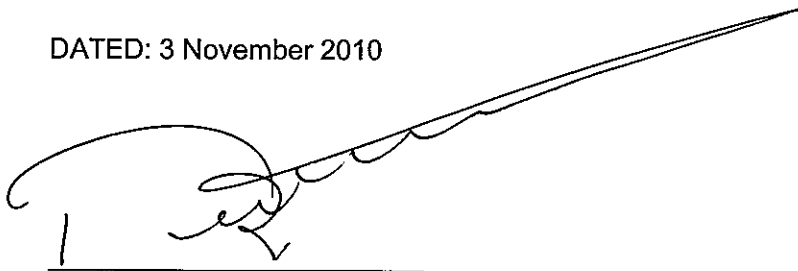
**NOTICE PURSUANT TO SECTION 650F
OF THE CORPORATIONS ACT**

**AURIUM RESOURCES LIMITED ACN 123 821 929
OFFER FOR ORDINARY SHARES
BY DOURADO RESOURCES LIMITED ACN 131 090 947**

Dourado Resources Limited gives notice that in relation to its Offers dated 16 September 2010 for the ordinary shares in Aurium Resources Limited for the purpose of section 650F of the *Corporations Act*:

- 1 Dourado Resources Limited declares the Offers and all contracts formed by the acceptance of the Offers to be free from:
 - 1.1 the minimum acceptance condition, being the condition set out in section 4.6(a)(i) of the Bidder's Statement;
 - 1.2 the net tangible asset condition, being the condition set out in section 4.6(a)(ii) of the Bidder's Statement; and
 - 1.3 the prescribed occurrences condition, being the condition set out in section 4.6(a)(iii).
- 2 At the time of giving this Notice, Dourado Resources Limited, to its knowledge, has voting power (within the meaning of section 610 of the *Corporations Act*) of 5.3%.

DATED: 3 November 2010



Robert Marusco
Company Secretary
Dourado Resources Limited

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Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

Dourado Resources Limited

ACN

131 090 947

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- | | |
|--|---|
| 1 +Class of +securities issued or to be issued | Fully Paid Shares
November 2014 Listed Options |
| 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued | The maximum number of new Dourado Resources Securities to be issued:

29,790,000 fully paid Ordinary Shares; and
29,790,000 November 2014 Listed Options |
| 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion) | Exercisable at 20 cents on or before 5.00pm (WST) on 30 November 2014 |

+ See chapter 19 for defined terms.

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<p>4 Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities?</p> <p>If the additional securities do not rank equally, please state:</p> <ul style="list-style-type: none"> • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment 	<p>All options issued will rank equally with existing class of quoted options.</p>						
<p>5 Issue price or consideration</p>	<p><u>Scrip and cash bid:</u> The consideration offered is 1 cent in cash, one (1) Dourado Resources Limited fully paid Ordinary Share and one (1) Dourado Resources Limited Listed Option for every 10 Aurium Resources Limited fully paid Ordinary Shares; and</p> <p>One (1) Dourado Resources Limited fully paid Ordinary Share and one (1) Dourado Resources Limited Listed Option for every 2000 Aurium Resources Limited Partly Paid shares.</p>						
<p>6 Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)</p>	<p>Part consideration in an off market takeover offer by Dourado Resources Limited for all the Ordinary Shares in Aurium Resources Limited.</p>						
<p>7 Dates of entering +securities into uncertificated holdings or despatch of certificates</p>	<p>To be advised</p>						
<p>8 Actual number and +class of all +securities quoted on ASX</p>	<table border="1"> <thead> <tr> <th>Number</th> <th>+Class</th> </tr> </thead> <tbody> <tr> <td>11,202,073</td> <td>Ordinary Shares</td> </tr> <tr> <td>84,327,073</td> <td>30 November 2014 Listed Options exercisable at 20 cents</td> </tr> </tbody> </table>	Number	+Class	11,202,073	Ordinary Shares	84,327,073	30 November 2014 Listed Options exercisable at 20 cents
Number	+Class						
11,202,073	Ordinary Shares						
84,327,073	30 November 2014 Listed Options exercisable at 20 cents						
<p>8a If the take over of Aurium Resources Limited occurs at the maximum levels; the proposed number and +class of all +securities quoted on ASX would be</p>	<table border="1"> <tbody> <tr> <td>140,992,073</td> <td>Ordinary Shares</td> </tr> <tr> <td>114,117,073</td> <td>30 November 2014 Listed Options exercisable at 20 cents</td> </tr> </tbody> </table>	140,992,073	Ordinary Shares	114,117,073	30 November 2014 Listed Options exercisable at 20 cents		
140,992,073	Ordinary Shares						
114,117,073	30 November 2014 Listed Options exercisable at 20 cents						

9	Number and +class of all +securities not quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		38,875,000	Restricted Ordinary Shares
		19,437,500	Restricted 30 November 2014 Listed Options
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	No dividend policy has been established	

Part 2 - Bonus issue or pro rata issue

Questions 11 to 33 not applicable

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities
(tick one)

(a) Securities described in Part 1

(b) All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Questions 35 to 42 not applicable

Quotation agreement

1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.

2 We warrant the following to ASX.

- The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
- There is no reason why those +securities should not be granted +quotation.
- An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty

- Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.

+ See chapter 19 for defined terms.

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- If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.

3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.

4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Date: 3 November 2010

Print name:

Robert Marusco
Company Secretary

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