



Echo Resources Limited

ACN 108 513 113

13 January 2017
ASX Announcement
ASX Code: EAR

METALIKO TAKEOVER – COMPLETION AND COMPULSORY ACQUISITION

Echo Resources Limited (ASX:EAR) ("Echo" or "the Company") is pleased to announce that, in accordance with the terms of its off-market takeover offer for Metaliko Resources Ltd ("MKO"):

- it has become the registered holder of 94.88% of the fully paid ordinary shares of MKO ("MKO Shares");
- it has issued a total of 167,610,482 Echo Shares to eligible MKO shareholders who accepted the takeover offer. Holding statements will be dispatched shortly;
- it has issued a total of 2,803 Echo Shares to BW Equities Pty Ltd (**BW Equities**) to sell as nominee on behalf of ineligible MKO shareholders who accepted the takeover offer, with the net sale proceeds to be paid to the ineligible MKO shareholders. Echo has also issued BW Equities 5,000,000 unlisted Options exercisable at \$0.275 each, expiring 12 January 2019 as part of a corporate advisory fee; and
- it has lodged with ASIC the compulsory acquisition notice attached to this announcement and will now post the notices together with the attached covering letter to MKO shareholders who did not accept the takeover offer by the closing date. Echo anticipates completing compulsory acquisition of all remaining MKO Shares by 24 February 2017. The compulsory acquisition will be on the same terms as Echo's off-market takeover offer, that is, 1 Echo Share for every 2.5 MKO Shares held.

The Company also advises that Mr Barry Bolitho, Mr Simon Coxhell and Mr Anthony McIntosh have been appointed as MKO directors. Mr Geoff Baker, Mr Peter Hunt and Dr Michael Ruane have resigned as MKO directors.

Echo's CEO Mr Simon Coxhell commented: "Completion of the merger results in the combination of over 1,600km² of underexplored tenement holdings which currently contain approximately 950,000 ounces of gold in one of Western Australia's most prospective greenstone gold belts. In addition Echo now owns the 2Mtpa Bronzewing Processing Facility and associated infrastructure for the treatment of Julius and surrounding gold deposits in the district. The ability to monetise our advanced gold resources will underpin the progress of Echo going forward and provides an excellent starting point for the development of an emerging and substantial gold mining and production company. The transaction delivers significant value and we welcome all Metaliko shareholders to the Echo register".

Yours faithfully,

Simon Coxhell, CEO
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Notice of compulsory acquisition following takeover bid

Notice

Description of class of securities to which the bid relates

Name of target company or body

Tick applicable box(es)

Name of bidder

Tick one box

Date offers closed or are scheduled to close

Tick applicable box(es).

(See subsection 661A(4) and (4A))

Description of securities

Description of securities

Tick one box

To each holder of:

Fully paid ordinary shares

('Bid Class Securities')

in

Name ('the Company')

Metaliko Resources Limited

ACN/ARBN/ARSN

120 974 567

- ☐ and each holder of securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related.
- ☐ and each holder of non-transferable securities issued under an employee incentive scheme referred to in paragraph 2.

1. Under a takeover bid offers were made by

Echo Resources Limited ACN 108 513 113

in respect of the acquisition of Bid Class Securities in the company.

The offers

- ☒ closed
- ☐ are scheduled to close

on

Date

1 0 / 0 1 / 1 7
[D] [D] [M] [M] [Y] [Y]

2. You are, as at the date of this notice, the holder of one or more of the following

- ☒ securities in respect of which the takeover offer was made, but have not accepted the offer. (If you have accepted the offer but have received this notice you do not need to do anything in response to this notice—the bidder will acquire your securities under the offer.)
- ☐ securities to which the bid related issued after the end of the offer period and before the date of this notice
- ☐ securities that will or may be converted into, or confer rights to be issued, in the next 6 weeks, securities to which the bid related
- ☐ securities issued under an employee incentive scheme to which restrictions on transfer apply under the company's constitution or the terms of issue, being

☐ the following securities in the bid class in which the bidder has a relevant interest

3. The bidder 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.

Continued... Notice

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.

This notice was lodged with ASIC on

Date

1	2	/	0	1	1	7
[D]	[D]		[M]	[M]	[Y]	[Y]

Date of lodgement

Insert paragraph 4A only where alternative forms of consideration were offered under the bid.

- 4A. You are entitled, within one month after being given this notice (see paragraph 8), 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:

Details of alternative terms.

N/A

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

N/A

5. Under section 661E of the Act, you have the right, within one month after being given this notice (see paragraph 8) 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 later, to apply to the Court for an order that the securities not be compulsorily acquired.
6. 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.
7. Unless the Court otherwise orders, on application made by you under section 661E of the Act within one month after being given this notice (see paragraph 8) or within 14 days after being given a statement under section 661D (as referred to in paragraph 4 of this notice), whichever is the later, the bidder must comply with paragraph 6 of this notice.
8. A notice sent by post to you is taken to be given to you 3 days after it is posted.

Signature

Name of person signing

Kate Stoney

Capacity

Company Secretary and authorised signatory of Echo Resources Limited

Signature



Date signed

1	2	/	0	1	1	7
[D]	[D]		[M]	[M]	[Y]	[Y]

13 January 2017

Dear Metaliko Shareholder,

COMPULSORY ACQUISITION NOTICE

On 10 January 2017, Echo Resources Limited (ACN 108 513 113) ("Echo" or the "Company") closed its off-market takeover offer for all of the fully paid, ordinary shares of Metaliko Resources Limited (ACN 120 974 567) ("Metaliko") ("Takeover Offer").

The terms of the Takeover Offer are contained in Echo's bidder's statement dated 4 November 2016 and first supplementary bidder's statement dated 12 December 2016 ("Bidder's Statement").

As at the date of this letter, Echo owns 94.88% of Metaliko Shares.

Echo now proposes to acquire the remaining Metaliko Shares it did not acquire under the Takeover Offer in accordance with the compulsory acquisition provisions in the *Corporations Act 2001* (Cth) ("Corporations Act").

You are being sent this letter because you are currently registered as a holder of Metaliko Shares and you either did not accept the Takeover before the closing date of the Takeover Offer or your acceptance was invalid. Metaliko shareholders who attempted to accept the Offer, but failed to do so validly (including due to acceptance being received after the closing date), are treated as Metaliko shareholders whose Metaliko Shares maybe compulsorily acquired under the Corporations Act.

Enclosed is an ASIC Form 6021 (Notice of compulsory acquisition following takeover bid) ("Notice") which Echo is required to give you under the Corporations Act to exercise its right to compulsorily acquire your Metaliko Shares.

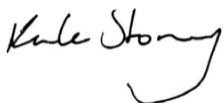
The compulsory acquisition process, which is subject to the Corporations Act, is likely to take approximately 4 to 6 weeks to complete but may take longer in some circumstances. The compulsory acquisition will be on the same terms as those that applied to under the Takeover Offer, as set out in the Bidder's Statement, which offered 1 Echo Share for every 2.5 Metaliko Shares held.

On completion of the compulsory acquisition procedure, Echo will issue the Echo Shares to which you are entitled to Metaliko as your trustee (unless are you are an Ineligible Foreign Shareholder or Unmarketable Parcel Shareholder, as defined in the Bidder's Statement, in which case your Echo Shares will be issued to a sale nominee to sell, with the net sale proceeds to be posted to you by cheque).

Metaliko will send you a letter which will set out details for the method to claim your Echo Shares.

Please note that you do not need to sign or return the enclosed Notice.

Yours sincerely



Kate Stoney
Company Secretary
ECHO RESOURCES LIMITED