

07 August 2013

BIDDER'S STATEMENT FOR ROCKWELL MINERALS LIMITED MERGER

Elementos Limited (ASX: ELT) ("Elementos" or the "Company") is pleased to advise that further to the off-market takeover bid of Rockwell Minerals Limited ("Rockwell") announced to the ASX on 6 June 2013, Elementos has today sent the Bidders Statement to Rockwell shareholders and lodged the document with the Australian Securities Investment and Commission ("ASIC").

In accordance with section 633(1) of the *Corporations Act 2001* (Cth), Elementos hereby attaches a copy of the Bidder's Statement provided earlier today to:

- a) ASIC;
- b) Rockwell; and
- c) the Rockwell Shareholders.

Please note the Offer Date and Record Date are 7 August 2013, Conditions Notice Date is 4 October 2013, and the Offer Close date is 14 October 2013 (unless extended or withdrawn).

For more information please contact:

Corey Nolan

Managing Director

Phone: +61 (7) 3221 7770

Email: admin@elementos.com.au

Elementos is an Australian, ASX-listed, copper and gold exploration company, with projects in Argentina, Chile and Australia. The properties are all in mineral rich, highly prospective provinces, with developed infrastructure nearby.

Please visit us at www.elementos.com.au

This is an important document and requires your immediate attention.

If you are in any doubt as to how to deal with it, you should obtain the advice of your legal, financial or other adviser immediately.

Elementos Limited

ACN 138 468 756

Bidder's Statement

OFFER TO ACQUIRE ALL YOUR SHARES IN

Rockwell Minerals Limited

ACN 149 804 062

FOR EVERY ROCKWELL SHARE YOU HOLD YOU WILL
RECEIVE 3.5 ELEMENTOS SHARES

**ACCEPT THIS OFFER BEFORE THE CLOSING
DATE**

For instructions on how to Accept the Offer, see Sections 15.11 of this Bidder's statement

If you have any questions about the Offer or this document or about how to accept the Offer, please call Elementos Limited's Company Secretary on +617 3221 7770. This document contains important information and requires your immediate attention. If you are in any doubt as to how to deal with this document, you should consult your legal, financial or other professional adviser immediately.

TABLE OF CONTENTS

Important Information	i
Important Dates	iii
How to Accept	iii
1. Letter from Elementos	5
2. Why you should Accept this Offer	7
3. Summary of the Offer	8
4. Profile of Elementos	11
5. Elementos' Financial Information	21
6. Information about Elementos' Securities	24
7. Profile of Rockwell	28
8. Rockwell's Financial Information	32
9. Information about Rockwell's Securities	34
10. Intentions of Elementos in relation to Rockwell	35
11. Profile of Merged Group	38
12. Investment Risks	46
13. Tax Considerations	55
14. Other Material Information	58
15. Formal Terms of the Offer	78
16. Conditions of the Offer	86
17. Glossary and interpretation	91

IMPORTANT DATES

Announcement of the Offer	6 June 2013
Original Bidder's Statement lodged with ASIC, ASX and dated	7 August 2013
Record Date	7 August 2013
Offer Opens	7 August 2013
Offer closes (unless extended) *	14 October 2013

* This date is indicative only and may be changed as permitted by the Corporations Act

IMPORTANT INFORMATION

Bidder's Statement

This document is a Bidder's Statement issued by Elementos and is dated 7 August 2013 being the date Elementos lodged this Bidder's Statement with ASIC. ASIC and ASX take no responsibility for the content of this Bidder's Statement. This Bidder's Statement sets out the terms and conditions of the Offer and other important information relating to the Offer.

Investment Decisions

You should read the whole of this document before deciding whether or not to Accept the Offer. The information provided in this document is not investment advice and does not take into account the individual investment objectives, financial situation or particular needs of any Rockwell Shareholder or other person. You should seek independent financial and taxation advice before making a decision as to whether or not to Accept the Offer.

Risks

The Offer consists of Elementos Shares. Rockwell Shareholders should closely consider the risks that may attach to holding shares in Elementos and should also refer to the risks set out in Section 12.

Forward Looking Statements

Some of the statements appearing in this Bidder's Statement may be in the nature of forward looking statements. You should be aware that such statements are subject to inherent risks and uncertainties. Those risks and uncertainties include factors specific to the industry in which Rockwell, Elementos and the members of the Elementos Group operate, as well as general economic conditions, prevailing exchange rates and interest rates and conditions in the financial markets. Actual events or results may differ materially from the events or results expressed or implied in any forward looking statement. None of Elementos, the officers of Elementos or any persons named in this Bidder's Statement with their consent or any person involved in the preparation of this Bidder's Statement, makes any representation or warranty (express or implied) as to the accuracy or likelihood of fulfilment of any forward looking statement, or any events or results expressed or implied in any forward looking statement, except to the extent required by law. You are cautioned not to place reliance on any forward looking statement. The forward looking statements in this Bidder's Statement reflect views held only as at the date of this Bidder's Statement.

Offers Outside Australia

Foreign Rockwell Shareholders should note that the consideration under the Offer is shares in Elementos. The distribution of this document may, in some countries, be restricted by law or regulation. Accordingly, persons who come into possession of this document should inform themselves of and observe these restrictions. This document has been prepared having regard only to Australian disclosure requirements and Australian accounting standards. These disclosure requirements and accounting standards may

differ from those in other countries. This document does not constitute an offer to sell or issue to Rockwell Shareholders, or a solicitation of an offer to purchase from Rockwell Shareholders, any securities in Elementos or Rockwell in any jurisdiction in which such an offer or solicitation would be illegal.

Disclaimer as to Rockwell Information

Information in this document about Rockwell has been prepared based on publicly available information which has not been independently verified. Elementos has not verified all publicly available information. Accordingly, subject to the Corporations Act, Elementos does not make any representation or give any express or implied warranty as to the accuracy or completeness of such information. Further information relating to Rockwell's business may be included in Rockwell's Target Statement which Rockwell must provide to its shareholders in response to this Bidder's Statement.

Privacy

Elementos and its share registry, Boardroom Pty Limited, may collect your information in the process of making and implementing the Offer, including information from the register of Rockwell Shareholders for the purposes of making the Offer and, if Accepted, administering your holding of Rockwell Shares. Your information may be disclosed on a confidential basis to Elementos or its related bodies corporate and external service providers, and may be required to be disclosed to regulators, such as ASIC. The registered address of Elementos is Level 8, 26 Wharf Street, Brisbane, QLD 4000.

Effect of Rounding

A number of figures, amounts, percentages, prices, estimates, calculations of value and fractions in this document, are subject to the effect of rounding. Accordingly, the actual calculation of these figures may differ from the figures set out in this document.

Definitions and Interpretation

Terms, words and phrases used in this document have the same meaning as in Chapter 6 of the Corporations Act, except where specifically defined in the glossary in Section 17.1 or unless a contrary intention appears or the context requires otherwise. All references to time in this document are to AEST. A number of defined terms are used in this Bidder's Statement. These terms are explained in Section 17.1 along with certain rules of interpretation which apply to this Bidder's Statement.

HOW TO ACCEPT

Acceptance Forms must be received in sufficient time for your instructions to be processed by 5.00pm AEST on 14 October 2013 unless the Offer is extended.

Please complete, sign and return the Acceptance Form in accordance with the instructions on it.

Post your completed Application Form in the enclosed reply paid envelope to:

Elementos Limited

PO Box 10555
Brisbane Adelaide St, QLD 4000

OR

Deliver your completed and signed Acceptance Form to:

Elementos Limited

Level 8, 26 Wharf Street,
Brisbane, QLD 4000

For more details on how to complete your Acceptance Form see Section 15 of this document.

If you have any questions about the Offer or this document or about how to Accept the Offer, please contact Elementos on 07 3221 7770 (from within Australia) or +617 3221 7770 (from outside Australia) between 8:00am and 5:00pm AEST, Monday to Friday during the Offer Period.

CORPORATE DIRECTORY

CORPORATE AND REGISTERED OFFICE

Elementos Limited

Level 8, 26 Wharf Street

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Telephone: +61 7 3221 7770

Facsimile: +61 7 3221 7773

www.elementos.com.au

DIRECTORS

Mr A. Anthony McLellan (Non-executive Chairman)

Mr Corey Nolan (Managing Director)

Mr James Calaway (Non-executive Director)

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BDO Audit Pty Ltd

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COMPANY SECRETARY

Mr Paul Crawford (Joint Company Secretary)

Ms Linda Scott (Joint Company Secretary)

1. Letter from Elementos

Dear Rockwell Shareholders

Elementos Limited ACN 138 468 756 (**Elementos**) is pleased to present you with the Offer to acquire all of your Rockwell Minerals Limited ACN 149 804 062 (**Rockwell**) Shares. Elementos is offering three and a half (3.5) Elementos Shares for every one (1) of your Rockwell Shares.

Elementos is an Australian based, ASX-listed, copper and gold exploration company, operating in world-class mineral districts in the Andes region of Chile and Argentina, and the Mt Isa province in Australia. The Company's strategic objective is to discover economic mineral deposits and realise value through development, joint venture, or sale.

The Merger will create a diversified metals company, including the Cleveland Project, advanced tin-copper and tungsten deposits in Tasmania, and a number of early stage prospective gold and copper assets in South America and Australia. Elementos believes the Merger will accelerate growth of shareholder value in the combined company.

The Board of Elementos believes that the Merger delivers a number of strategic advantages to Rockwell Shareholders:

- The Merger Offer provides Rockwell Shareholders with liquidity;
- As a listed entity through Elementos, Rockwell may have greater access to the global capital markets necessary to develop the Cleveland Project;
- The Merger Offer will create an diversified metals company with a greater market presence, and potential new growth opportunities in copper and gold;
- The Merger will result in a management team and board with the expertise and experience better able to move the Rockwell assets through financing and into development; and
- At the date of this Bidder's Statement, no competing or superior offer has emerged for Rockwell.

Company Integration

Following the acquisition of Rockwell, Elementos' plans include:

- Rationalising the existing board of Elementos at the close of the offer to reflect the new strategic direction. Anthony McLellan and James Calaway will resign from the board of Elementos. Calvin Treacy and Richard Seville will join the Elementos board;
- Advancing the Cleveland Project as a priority to the development stage by undertaking further drilling (if required) and metallurgical test-work, and completing studies to secure development finance;
- Retaining key personnel from Rockwell and other key consultants to the Merged Group;
- Richard Seville joining the board of the Merged Group as a non-executive director who has extensive experience developing a tin mine in Tasmania;
- Identifying opportunities to realise value from Elementos' asset portfolio; and
- Following the Merger, seeking to raise further equity capital that will be necessary to enable the Merged Group to deliver its strategic objectives, especially in relation to the development of the Cleveland Project.

On behalf of Elementos, I strongly encourage you to Accept our Offer as soon as possible.

I also encourage you to read carefully the details of our Offer in this Bidder's Statement. To Accept the Offer, please follow the instructions on your accompanying personalised Acceptance Form and How to Accept the Offer Section of this Bidder's Statement.

I look forward to welcoming you as a shareholder in the Merged Group.

Questions

If you have questions in relation to the Offer, please consult your own independent professional adviser or contact Elementos on 07 3221 7770 (from within Australia) or + 617 3221 7770 (from outside Australia), between 8:00am and 5:00pm AEST, Monday to Friday during the Offer Period.

Yours sincerely,

A handwritten signature in dark ink, appearing to read 'a. anthony mclellan', with a long horizontal line extending from the end of the signature.

Mr A. Anthony McLellan
Chairman
Elementos Limited

2. Why you should Accept this Offer

2.1 Attractive Offer

Based on an Elementos closing share price on 5 August 2013 of \$0.015, the implied acquisition price per Rockwell Shares is \$0.0525. This represents a 5% premium to the most recent capital raising price of \$0.05 per Rockwell share.

2.2 Provides Rockwell Shareholders with liquidity

Rockwell is an unlisted public company, while Elementos is listed on the ASX. The Offer will provide liquidity to Rockwell Shareholders at the completion of the Offer.

2.3 Provides Rockwell with access to equity capital markets

Elementos is ASX listed, its management have capital raising experience and Elementos has greater access to the global capital markets than an unlisted company. On completion of the Merger, Elementos will be required to raise new equity capital to fund the acquisition of the remaining 50% interest in the Cleveland Project, and for completing the necessary exploration and development activities to advance the Cleveland Project to the development phase.

2.4 Become part of a larger group

The Merger will create a diversified metals company with a greater market presence, and potential new growth opportunities in copper and gold. The enhanced scale and market position afforded by the Merger is expected to provide Rockwell Shareholders with a wider range of growth opportunities and a wider range of prospective exploration assets.

The Merged Group will hold a portfolio of assets with an advanced-stage tin project and a suite of early stage copper and gold projects, which have the potential to transform the company in the event of exploration success.

2.5 No Competing Proposal

From the date of the announcement of the Merger, no competing or superior offer has emerged for Rockwell Shares.

2.6 There may be adverse consequences in not accepting

For Rockwell to continue its business, it will be required to secure new equity funding. In particular, Rockwell will need to raise \$700,000 (plus transaction costs including stamp duty) by 31 December 2013 in order to exercise its option and complete the acquisition of the remaining 50% of the Cleveland Project. Additionally, in order to keep the tenements in good standing, minimum tenement expenditure commitments will need to be met.

If you Accept the Offer and the Merger proceeds, the Merged Entity will have greater access to global capital markets which will enable the Merged Entity to better access the funding necessary for the acquisition, transaction and similar costs associated with the Cleveland Project.

2.7 Pre Acceptance of the Offer

The Rockwell Board has resolved unanimously to recommend that Rockwell Shareholders accept the proposal, and have entered into Pre-Bid Acceptance Agreements accepting the proposal with respect to their own shares. As a result, Elementos has at the date of this Bidder's Statement, a relevant interest of 19.99% in Rockwell.

3. Summary of the Offer

This summary of the Offer provides a general overview only and should be read together with the detailed information set out in the remainder of this Bidder's Statement.

3.1 What is the Offer?

Elementos is offering to buy all Rockwell Shares by the the end of the Offer Period, on the terms set out in Section 15 of this Bidder's Statement. The Offer is subject to the defeating conditions set out in the Offer terms and conditions as stated in Section 16. Elementos may choose to waive any of these defeating conditions in accordance with the Offer and subject to the Corporations Act.

3.2 Key Dates

Announcement Date	6 June 2013
Original Bidder's Statement lodged with ASIC	7 August 2013
Date of Offer	7 August 2013
Elementos Extraordinary General Meeting of Shareholders	23 September 2013
Close of Offer (unless extended or withdrawn)	14 October 2013

3.3 Who is making the Offer?

The bidder under the Offer is Elementos Limited ACN 138 468 756. Further information on Elementos is set out in Section 4 of this document.

3.4 Why have I received this Document?

This document is a Bidder's Statement. It has been prepared by Elementos, and has been sent to you because you are recorded as a Rockwell Shareholder. It sets out the terms of the Offer by Elementos to purchase all of Your Rockwell Shares, and information that is relevant to your decision to Accept or reject the Offer. You should consult your legal, financial or other professional advisor concerning the content and implications of this document.

3.5 What is the earliest date I can Accept the Offer?

The earliest date Rockwell Shareholders can Accept the Offer is the date the Offer opens, being 7 August 2013. For information on the effect of Accepting the Offer, see Section 15.27 of this document.

3.6 When does the Offer Close?

The Offer closes at 5pm AEST time on the Closing Date, being 14 October 2013, unless it is extended or withdrawn under the Corporations Act.

3.7 Can the Offer Period be Extended?

Yes, the Offer Period can be extended by Elementos in accordance with the Corporations Act. You will be sent a written confirmation of any extension, as required by the Corporations Act.

3.8 When will I receive Elementos Shares if I Accept the Offer?

If you validly Accept the Offer, Elementos will issue the Elementos Shares to which you are entitled on or before the earlier of:

- (a) within 1 month after the Offer or the contract resulting from your Acceptance of the Offer becomes unconditional; and
- (b) Twenty-one days after the end of the Offer Period, if the Offer (or the contract resulting from Acceptance of the Offer) has become unconditional.

3.9 Do I have to pay brokerage or stamp duty if I Accept:

If you Accept the Offer, you will receive Elementos Shares for Your Rockwell Shares and you will not pay any brokerage fees or stamp duty.

3.10 What are the tax consequences of Accepting the Offer?

The tax consequences will differ depending on the circumstances of each Rockwell Shareholder. Section 12 contains a brief outline of possible consequences. You should contact and seek full advice from your tax adviser before deciding what action to take.

3.11 Offer Consideration

The consideration for the Offer (**Offer Consideration**) is the transfer, to Elementos, of 100% of the Rockwell Shares held by you on the Record Date.

3.12 Offer is subject to Conditions

The Offer is subject to:-

- (a) **Elementos Shareholder Approval.** Elementos proposes to convene an extraordinary general meeting on or around 23 September 2013 of its shareholders to consider approval of a change of scale of the Elementos' activities brought about by the Offer, in accordance with Listing Rule 11.1.2 and approval of the issue of Elementos Shares in consideration of Rockwell Shares acquired by Elementos. Should Elementos Shareholder fail to approve the resolution, Elementos will not proceed with the Offer. The Directors of Elementos advise that it is their intention to support this resolution at the extraordinary general meeting.
- (b) **Minimum acceptance.** At or before the end of the Offer Period, Elementos must have a Relevant Interest in such number of the Rockwell Shares which represents at least 90% of the aggregate of all the Rockwell Shares on issue otherwise Elementos may not proceed with the Offer.
- (c) **The defeating conditions.** These conditions are set out in the Offer terms and conditions as stated in Section 16. Elementos may choose to waive any of these defeating conditions in accordance with the Offer and subject to the Corporations Act.

3.13 What happens if the conditions are not satisfied or waived?

If the conditions of the Offer are not satisfied or waived by the Closing Date, including any extensions of the Closing Date, the Offer will lapse.

3.14 How to Accept the Offer

To Accept the Offer, complete and sign the enclosed Acceptance Form in accordance with the instructions on the form, and return the form in the enclosed reply paid envelope or to the address on the form, in good time to be processed by the Closing Date.

For further details concerning Acceptance, see Section 15.11.

3.15 Are there any risks in Accepting the Offer

There are a number of risks which may have a material impact upon implementation of the Offer, the future performance of the Merged Group and the value of Elementos Shares. Some of these risks are set out in Section 12. In particular, the Merged Group will need to raise new capital to fund development of the Cleveland Project, including \$700,000 (plus transaction costs including stamp duty) by 31 December 2013 in order to complete the acquisition of the remaining 50% of the Cleveland Project.

3.16 Questions about the Offer

If you have any questions on how to Accept the Offer, you should contact Elementos on 07 3221 7770 (from within Australia) or +617 3221 7770 (from outside Australia) between 8:00am and 5:00pm AEST, Monday to Friday during the Offer Period.

If you are in doubt about how to deal with the Offer, you should consult your financial or other professional adviser before deciding what action to take, if any.

4. Profile of Elementos

4.1 Overview

Elementos is an Australian based, ASX-listed, copper and gold exploration company, operating in world-class mineral districts in the Andes region of Chile and Argentina, and the Mt Isa mineral province in Australia. The Company's strategic objective is to discover economic mineral deposits and realise value through development, joint venture, or sale.

Projects within the Company's 773 square kilometres of tenements, are situated in some of the world's most significant base and precious metals districts, close to major operating mines and deposits including¹:

- Chile - Andacollo, El Espino, Tres Valles, Punitaqui and Llahuin;
- Argentina - Pascua Lama, Veladero, and Gualcamayo and Casposo; and
- Australia - Mt Isa, Ernest Henry, Cannington, Rocklands, Roseby, Osborne and Merlin.

4.2 Composition of the Elementos Board

Members of the Board of Directors have significant public company experience in resource companies, and a track-record of identifying exploration opportunities, creating new corporations and raising capital. Elementos' current Directors are:

A. Anthony McLellan, Chairman

Mr McLellan is a skilled company chairman with experience in a range of resource industries. For approximately thirty years he lived overseas. A proven leader, he has been the CEO of major international corporations, and has transacted business in more than twenty countries.

During his time abroad, Mr McLellan served as President and CEO of the predecessor of Barrick Gold Ltd, now the world's largest gold mining company, headquartered in Toronto, Canada.

Since returning to Australia, Mr McLellan was elected as chairman of Norton Gold Fields Limited, owner of the Paddington Gold Mine at Kalgoorlie, the purchase of which he negotiated from Barrick Gold. He also served as the initial chairman of Felix Resources Ltd and was closely involved in building Felix Resources into a major coal company, which was sold for \$3.4 billion. In addition, he was appointed chairman of Bemax Resources Ltd, Australia's second-largest mineral sands producer, and was instrumental in its later sale at a substantial premium.

Corey Nolan, Managing Director

Qualifications: B. Com (Bond), MMEE (Macquarie), Graduate of AICD

Mr Nolan has twenty years of diverse experience in the resources sector. This has included experience in mining operations, global resource evaluation, and the financing and development of new opportunities in Australia, South Africa, Asia, and South America.

Mr Nolan is a qualified mineral economist who has applied his first-hand practical and technical skills in specialist roles as an equities analyst in the mining and natural resources sector of stock broking firms Morgan Stanley and Wilson HTM.

¹ The fact that these projects are near to Elementos' projects does not mean that Elementos' projects will have the same nature, value or success as those projects or that there is an economic resource.

During this period, he undertook detailed coverage of the Australian and global resources sector including the commodities market.

Mr Nolan has been a Director at PWC in the corporate finance and valuations practice, specialising in resources industry valuations for Australian and global resources firms.

James Calaway, Non-executive Director

Qualifications: BA (Economics), MA (Politics, Philosophy and Economics) Oxford University

Mr Calaway is a respected business and civic leader in Houston, Texas where he serves as Chairman of the Board of Datacert Inc, the leading Enterprise Legal Management software company, and serves as the Chairman of the Board of the Center for Houston's Future, the Houston region's think tank, among other civic responsibilities.

He is also Chairman of Orocobre Limited, an Australian and TSX-listed company which, in partnership with Toyota, is developing one of the world's largest lithium mines in Argentina.

Mr Calaway received a Bachelor of Arts degree in Economics from the University of Texas, and a Master of Arts degree in Politics, Philosophy and Economics from Oxford University.

4.3 Executive Management

Gustavo Delendatti, Exploration Manager

Qualifications: PhD Geological Sciences, Bachelor of Science (Honours)

Mr Delendatti has over seventeen years' experience in the exploration and evaluation in a variety of world class gold-silver and gold-copper deposits in the Andes region of Argentina and Chile, including epithermal and porphyry systems. He has managed exploration programs in the Andes including multi-rig drilling programs, geophysical surveys and coordinating support activities. He was also Senior Geologist at El Quevar silver project in Puna, Argentina, and Exploration Manager at Exeter's Don Sixto project in Argentina and Caspiche, Chile.

Recently, Mr Delendatti discovered Elementos' Manantiales low-sulphidation gold epithermal system and its Divisoria gold-copper porphyry system.

Linda Scott, Chief Financial Officer and Joint Company Secretary

Qualifications: B.Com (Acc), Chartered Accountant

Ms Scott is a chartered accountant with over twenty years experience in a broad range of industries.

Ms Scott's diverse commercial experience, gained both in Australia and the United Kingdom, includes mining, travel, tourism and information technology.

For five years, Ms Scott worked as the Group Financial Controller and Company Secretary for Core Resources Pty Ltd, assisting the company to develop its exploration and mining services businesses, including the purchase of the Hydrometallurgical Research Laboratory from Xstrata, in Brisbane.

Paul Crawford, Joint Company Secretary

Qualifications: CPA, B.Bus-Acc, MFM, Grad. Dip. Bus. Law

Mr Crawford is an accountant with over 30 years of commercial experience in various technical and management roles within the minerals, coal and petroleum industries. He has also had significant corporate experience in the management and governance of ASX listed resource and mining companies.

Mr Crawford is the principal of a corporate consultancy firm he established in 2001, offering a range of commercial and corporate governance services to corporate clients.

Mr Crawford is currently a non-executive director and company secretary of ASX-listed companies DiamonEx Limited and ActivEx Limited.

4.4 2013 Strategic Objectives

The Company's main strategic objective during 2013, aside from completion of the Merger and subsequent development of the Cleveland Project as a priority, is to realise value from its assets as follows:

- Exploration – The Company's primary exploration focus has been at its Tamaya Joint Venture in Chile. During 2012/13 the Company completed a number of phases of exploration including mapping, sampling, geophysics and drilling. The results of the first year of exploration at Tamaya are being analysed and subsequent activities will be planned following the review. Exploration has been put on hold at all the Company's other properties;
- Acquisition – The Company has been actively pursuing new project opportunities. Given the extremely difficult environment for raising capital to fund green field exploration, the focus has been on identifying more advanced or brownfield assets which the Company believes have a better chance of secure new funding; and
- Divestment and Joint Venture - The Company remains committed to advancing and/or realising value from its Millenium, Manantiales and Santo Domingo projects through sale or joint ventures.

4.5 Company Projects

The following summary highlights the current status of the exploration activities at each of the Company's projects.

(a) Tamaya, Chile

Tamaya is located approximately 400 kilometres north of the Chilean capital, Santiago, and approximately 80 kilometres south of La Serena and Coquimbo Region IV's provincial capital. The region has excellent exploration, mining, and development infrastructure, being host to several world-class mines and deposits.

The project is situated in an established mining district in the coastal ranges of central Chile, at less than 1,000 metres altitude. Mines and deposits in the area include clusters of large iron-oxide-copper-gold (IOCG) style deposits, including Andocollo (Teck), Tres Valles (Vale), Punitaqui (Glencore) and El Espino (Pucobre), along with numerous other smaller copper and gold deposits.

Tamaya is located in the Cerrillo Tamaya historic mining district. Historical mining activities at Tamaya apparently focused on selectively mining high-grade sulphide copper veins, with reported production of 2Mt @ 12% copper, with grades up to 20%.

During 2012/13, the Company completed a number of phases of exploration including mapping, sampling, ground based magnetometry and induced polarisation geophysics, and a combined diamond and reverse circulation drilling program.

The recently completed 5,079 metre drilling program, the first ever conducted on the property, was designed to explore the copper-gold potential of the Tamaya project. The aim of the program was to test a number of different mineralisation styles and targets identified throughout the project.

The majority of the secondary targets have now been drill tested. However, the Company is yet to test the main primary structure at San Jose, historically mined for high-grade copper, and a number of secondary targets including Campanil, Lecaros, Tortolas, San Francisco, Borrachos and Arenillas.

Highlights from the drilling program, include:

- **Campanil** - a number of zones of copper oxide mineralisation were intersected with grades between 0.15% and 1.0% copper, including:
 - o TD12-01 - 10.2 metres at 0.32% copper from 3.0 metres, including 1.2 metres at 0.99% copper;
 - o TD12-02 - 26.4 metres at 0.48% copper from 0 metres, including 7.3 metres at 1.06% copper and 0.125 g/t gold from 5 metres, and 1.4 metres at 1.08% copper from 25 metres; and
 - o TD12-03 - 1.9 metres at 0.36% copper from 254.0 to 255.9 metres, and 1.95 metres at 0.61% copper from 271.2 to 273.15 metres.
- **Tortolas** - Large zones (20 metres at 0.64% copper and 0.14g/t gold) of prospective disseminated copper mineralisation enveloping narrow high-grade structures (up to 3.17% copper and 0.9g/t gold).
- **Borrachos** - Boreholes TR13-08 in the north sector of the prospect, and TR13-09 and TR13-10 in the southern sector intersected 12 metres at 0.38% copper, 8 metres at 0.34% copper and 10 metres at 0.24% copper respectively, each zone hosting narrower high-grade intervals.

The Company is satisfied with its inaugural program and is assessing all the results before planning the next phase of exploration at Tamaya.

At Tortolas, the program demonstrated that the higher-grade structures are enveloped by wider zones of lower-grade mineralisation. Additional follow up diamond drilling will be required to test the vertical extension of the higher-grade copper at the bottom of hole TR13-01 and collect more detailed geological information at the prospect.

The primary focus of the next phase of exploration is to develop a drilling methodology to test the main structural vein system at Tamaya. The Company believes it to be a highly prospective target:

- The vein system extends for more than three kilometres on the surface, and is coincident with both magnetometry and induced polarisation geophysical anomalies;
- Waste rock dumps along the length of the system, and particularly around San Jose, mostly comprise material from the mineralised envelope to the main vein, yet contain significant amounts of higher-

grade material (0.5 – 5.0% copper) which is subject to extraction by artisanal miners. As this was dumped as waste, the source of this material, together with the remnants of the main vein, form the priority target;

- Extensive surface sampling has demonstrated wide-spread copper mineralisation along the strike extent of the main vein structure, and into the wallrocks surrounding the structure; and
- The main vein was the focus of historical high-grade copper mining where it is reported that up to 2Mt of copper was mined at grades of 12% (non-JORC). It is still considered highly prospective for remnant high-grade mineralisation.

The Company has a joint venture with HMC Gold SCM on the Tamaya copper project in Chile, comprising 5,690 ha and 1,200 ha of mining concessions and exploration applications respectively. Recently HMC Gold has made applications over ground hosting extensions of known mineralisation totalling 2,700 hectares. Elementos can earn a 50% interest in the project by spending US\$7 million over three years on exploration and development, including drilling 5,000 metres per year. Elementos has until May 2014 to complete the second phase of 5,000 metres of drilling on the project or the earn-in agreement lapses.

(b) **Manantiales, Argentina**

Manantiales is situated approximately 150 kilometres north-west of the city of San Juan, and comprises a number of exploration leases covering 97 square kilometres. Access is by sealed roads to the town of Calingasta, 30 kilometres south-east of Manantiales, and then via sealed and dirt roads. Local infrastructure and logistics include power, water and labour.

Manantiales is located within a relatively unexplored low sulphidation epithermal district which includes the adjacent Casposo epithermal gold-silver mine, Castaño Nuevo abandoned gold mine (10 kilometres north-east) and Castaño Viejo, an abandoned lead-silver-zinc-gold mine (13 kilometres to the north).

The project area adjoins and is immediately to the north of Troy Resources Casposo project. Troy Resources is operating a 400,000 tonne per year carbon-in-pulp gold processing plant based on a gold and silver resource. Manantiales shares a similar geological environment including rock types and structures that host the Casposo mineralisation.²

Progress has been made at Manantiales, discovering and defining prospects through mapping, surface sampling, geophysics and drilling. Three phases of drilling totalling more than 7,841 metres have been completed on the Manantial, Julietta and La Puerta veins.

The primary target for drilling has been at the Manantial vein where exploration has defined the shallow levels of a low-sulphidation epithermal system. An inaugural JORC Mineral Resource has been defined at the Manantial vein. The inferred and indicated in-house resource estimate for the Manantial vein is 36,310 ounces of gold equivalent. The resource estimate is based on 4,559 metres of diamond core drilling and 245 metres of sawn blade channel sampling.

The Resource estimate is tabulated below:

² The fact that these projects are near to Elementos' projects does not mean that Elementos' projects will have the same nature, value or success as those projects or that there is an economic resource

Cut-off Gold (g/t Au)	Category	Tonnes (Kt)	Gold (g/t)	Silver (g/t)	Gold_Eq (Au_Eq g/t)	Gold (koz)	Gold Equivalent (Koz)
0.7	Indicated	0.34	1.84	10.56	2.14	19.61	22.76
0.7	Inferred	0.24	1.56	7.99	1.77	11.93	13.55
0.7	Indicated and Inferred	0.58	1.71	9.40	1.97	31.54	36.31
Gold equivalency is calculated by the formula: $Au_{eq} \text{ g/t} = Au \text{ g/t} + (Ag \text{ g/t} \div 60.00)$ "Kt" represents thousand tonnes and "koz" represents thousand ounces³							

Drilling at the Manantial vein has defined the shallow levels of a low-sulphidation epithermal vein system, with further potential at depth and along strike to discover new mineralisation. The highlights of the results to date include:

- Minimum strike length extended to 180 metres in a north-south direction;
- Mineralisation extended down to 300 metres depth;
- A new zone of mineralisation positioned approximately 250 metres south of the main Manantial vein has been identified and remains untested; and
- The system remains open along strike and to depth.

Drilling has confirmed that the vein is continuous, but internally, there are high-grade and low-grade gold phases. The mineralised phase shows a "pinch and swell" geometry (as seen at the adjacent Casposo mine) at this shallow level. This, in conjunction with gold grade variability in short distances, is a common feature in low-sulphidation systems and is the reason for the variable results from the relatively wide-spaced drilling to date. The high-grade gold mineralisation is enveloped within a larger lower-grade gold halo (0.1 g/t gold average grade and 5 to 20 metres wide). This increases the overall size of the system, and provides encouragement that the whole system is potentially mineralised.

Ongoing surface exploration is expanding the size of the system through the discovery of new discrete vein outcrops in the vicinity of the Manantial vein. Many of these have returned low-grade gold and silver mineralisation associated with low temperature silica and silica-calcite veining.

The Company believes there is potential for the Manantial vein to support a larger epithermal system at depth:

- Geological evidence that Manantial has been a long-lived structure with at least four pulses of silica;
- Geological mapping demonstrates an extensional structure with significant stratigraphic offset;
- Geophysical anomalies extending to depth in the pole-dipole induced polarisation survey data; and
- Textural, chemical and structural interpretations that indicate the Manantial system is at a higher level than the adjoining Casposo deposit.

³ See ASX Release, "Maiden JORC Resource at Manantiales", 20th September 2012, Gustavo Delendatti

Elementos has a number of other targets that it considers warrant drilling, including Manantial Este, a two kilometre long, north-south, highly-resistive anomaly, similar to that of the Manantial vein, which outcrops one kilometre to the west. Other targets recommended for initial drilling testing are La Puerta Este and Valentina.

In addition, more than 1,200 metres has been drilled at La Puerta and Julietta Norte. The Company considers that both targets warrant future drilling programs:

- La Puerta – Initial drilling along 200 metres of the La Puerta vein has returned a limited number of low-grade narrow anomalies at shallow levels, showing decreasing grade compared with high grades returned by surface saw blade channel sampling. This pattern was also encountered during early drilling at shallow levels in the Manantial vein and which required subsequent deeper drilling to encounter the high-grade Manantial vein.
- Julietta Norte – The system appears to be plunging deeply to the north and any future drilling would focus on drilling the system at greater depths. The deposit appears that it may be an extension of the nearby Troy Resources Julietta satellite deposit, which contains a defined gold and silver resource.

The Company remains in a position at Manantiales to monetise its discoveries through possible standalone development, should a resource of sufficient size be defined, or potentially in partnership with the adjacent Casposo operation (although no agreement to that effect has yet been reached). Elementos is in the early stages of assessing various options in relation to the project, including divestment and joint venture.

The Company has an Option-to-Purchase contract governing the acquisition of this project. Due to the difficult equity and capital raising markets for early stage exploration projects, the Company began negotiating with Manantiales S.A. in late 2012 to restructure the Company's 2013 option payments. A payment due by the Company in March 2013 has not been paid and the Company is negotiating in good faith with Manantiales S.A. to defer any options payments due by the Company during 2013. If agreement is reached with the vendor, option payments would recommence again in March 2014 under the new proposal being negotiated.

(c) Santo Domingo, Argentina

Santo Domingo comprises a series of exploration tenements covering nearly 250 square kilometres. Located approximately 120 kilometres east of San Juan city, Santo Domingo is a low altitude project with well-established regional infrastructure and access compared to higher Andes Cordillera projects.

Since the Company's public float in December 2009, systematic exploration programs, including mapping, sampling, and ground-magnetometry and IP geophysics, have been completed at Santo Domingo. This has resulted in the discovery of an extensive mineralised system, with a number of distinct styles and structures.

The main targets identified include the Yvette high-grade gold and silver-polymetallic shear zones, El Arriero West high grade gold and silver and the large Divisoria gold-copper porphyry system. In addition, the Company has identified three other porphyry targets at El Arriero (copper –

molybdenum), El Arriero Extension (copper – gold), and Alunita, which remain untested by drilling.

Elementos believes that Santo Domingo could host a world-class deposit, which will require significant investment in exploration and infrastructure, including additional geophysics and deep drilling. As a result, Elementos has begun discussions with potential joint venture partners with the financial capacity to explore and develop a large porphyry target, to complement the Company's technical understanding of the project.

The amounts still to be paid for the Santo Domingo project are US\$35,000 payable on 18 October 2013, 18 April 2014, 18 October 2014 and 18 April 2015. The final option exercise price is US\$530,000 payable on 18 October 2015.

(d) **Millenium, Australia**

Millenium is situated near Cloncurry in the world-class Mt Isa Inlier, a significant gold and base metal producing region, host to major copper/gold and lead/silver/zinc deposits. The district has established mining, processing and transportation infrastructure in close proximity to the regional centres of Mt Isa and Cloncurry.

The Company has been consolidating a large tenement position over the Corella Fault Zone, 40 kilometres north-west of Cloncurry. The Government has approved 254 square kilometres of Exploration Permits and 74 square kilometres of EPMs remain subject to granting. In addition, the Company has an Option-to-Purchase agreement with Forte Energy NL to acquire 134 hectares of ML's. The Company is currently finalising the arrangements to exercise the option with Forte Energy NL in conjunction with parties interested in forming a joint venture, or acquiring the project outright.

The Millenium project is in close proximity to major deposits including:

- Rocklands - copper-cobalt project 15 kilometres to the south-east;
- Roseby - copper-cobalt project 10 kilometres to the north-west;
- Dugald River Project base metals project 10 kilometres to the north; and
- Mary Kathleen - 25 kilometres north-west of the historical uranium mine.

Little modern exploration has been undertaken on the Millenium EPMs. However, extensive exploration has been undertaken on the five MLs, including 13 drill holes which outlined a large zone of cobalt and copper mineralisation.

The Millenium MLs host a number of historical copper mine workings and prospects that were operated around the turn of the century. The Federal mine exploited copper in bornite and chalcopyrite down to 135 metres, producing some 10,000 tonnes of ore at exceptionally high grade (25% copper – non-JORC). Other workings along a shear "lode" structure were less successful for copper mining, but the lodes were noted to be rich in cobalt.

Between 1964 and 1991 several companies explored the district with trenching and drilling programs targeting both copper and cobalt mineralisation, including Carpentaria Exploration Company Pty Ltd, Tasman

⁴ The fact that these projects are near to Elementos' projects does not mean that Elementos' projects will have the same nature, value or success as those projects or that there is an economic resource

Minerals NL, and Murchison United NL. Encouraging results were reported from drilling on the Millenium MLs, confirming the thickness of the cobalt mineralisation including a best intersection in drill hole FD02 (95.4 to 106.1 metres) 10.7 metres at 2,333 ppm cobalt and 2.02% copper⁵.

Elementos completed a number of outcrop sampling programs during 2010/2011 to study the areas historically mined and drilled within the MLs. Copper, cobalt, gold and other metallic anomalies were identified along the trend of the Corella structure, including the zone of historic drilling. Subsequently, a soil survey extended the evident footprint of the mineralisation 1,500 metres north to the limit of the MLs, and remains open, apparently extending onto the newly granted EPMs. The survey extended the potential mineralisation over an area of limited exposure and no historical drilling, reinforcing the potential for further mineralisation over the newly granted EPMs.

Additionally, rare earth elements and Yttrium have been identified in check-assays of rock-chip surface samples announced by the Company in 2010. Total Rare Earths (**TRE**) anomalies of up to 0.17% were identified in multiple samples from oxidised surface outcrops and shallow historic trenching. The average anomaly over 36 samples of varied composition and distribution was >400ppm. This is considered a significant surface anomaly and the future drill program will test for these elements at depth.

Future exploration activities will involve:

- Ground-magnetometry geophysical surveys of the Corella structure, including the zone of the cobalt and copper anomalies already identified;
- Drilling to confirm the cobalt and copper grades from historical drill holes;
- Testing for the presence of rare earth elements and Yttrium; and
- Drilling deeper into structures showing mineralisation.

The Company has been consolidating a large tenement position over the Corella Fault Zone, approximately 40 kilometres north-west of Cloncurry. The Public Authority has approved 254 square kilometres of Exploration Permits and 74 square kilometres of EPMs remain subject to granting. In addition, the Company has an Option-to-Purchase agreement with Forte Energy NL to acquire 134 hectares of ML's. The agreement provides, at Elementos' election, the Company pay cash of \$160,000, or issue the equivalent in Company shares. The Company is currently finalising the arrangements to exercise the option with Forte Energy NL in conjunction with several parties interested in forming a joint venture, or acquiring the project outright.

(e) **Selwyn South, Australia**

The Company has made applications for 109 square kilometres of EPMs (19371, 19375 and 19426) at a new project area called Selwyn South. EPM 19375, representing 59% of the total area, is subject to a contested application which has yet to be resolved.

The project is situated 35 kilometres north of Osborne, 10 kilometres east of the productive Selwyn trend (which includes the Merlin molybdenum rhenium development project) and 40 kilometres west of the Cannington mine. The EPMs are located over an area of inflection in a prospective

⁵ Based on non-JORC compliant historic published reports.

north-south structural trend, a feature often related to major deposits and mineralised systems in the district.

The target style and criteria are similar to those in the existing Millenium properties 120 kilometres to the north-west. A thorough review has been carried out of open-file data and satellite imagery in order to help plan future exploration activities.

4.6 Current Status and Future Immediate Intentions

The Company's primary strategic objectives in the last 12 months has been the Merger with Rockwell, the inaugural drilling program at Tamaya, and advancing and/or realising value from its Millenium, Selwyn South (not yet granted), Manantiales and Santo Domingo projects through sale or joint ventures. Exploration has been put on hold at these properties while this process is underway, parties are completing due diligence, and capital has been raised.

The Tamaya drilling program was completed in March 2013. The results of the first year of exploration at Tamaya are being analysed and subsequent activities will be planned following the review. There will be no further in-ground exploration commitments at Tamaya during the remainder of calendar year 2013 whilst the internal studies are completed.

On completion of the Merger, the Company intends to acquire the remaining 50% interest of the Cleveland Project. This may necessitate raising equity or debt prior to 31 December 2013. Once acquired, the Company's primary focus will be advancing the Cleveland Project. The board will establish a detailed work program and budget for the project on completion of the Merger. Development activities planned for the Cleveland Project include:

- (a) Finalise environmental permitting and Mining Lease applications;
- (b) Implement a dewatering program to re-establish access to the Cleveland mine;
- (c) Commence an exploration drilling program (if required) to define new resources and extensions within the tin-copper and tungsten deposits, previously identified by Aberfoyle, but never drilled. A number of new greenfield exploration targets will also be evaluated;
- (d) Progress metallurgical test-work and design a new process flow sheet utilising the latest tin processing technologies, which have substantially advanced since mine closure; and
- (e) Complete a scoping study to identify the optimal development scenarios for the tin-copper, tungsten and tin tailings, including capital and operating costs.

4.7 Elementos ASX Announcements

A list of announcements made between 29 August 2012 and the date of this Bidder's Statement are set out in Annexure A. This information may be relevant to your assessment of the Offer. Copies of the announcements are also available from ASX.

4.8 Further information on Elementos

Further information about Elementos can be found on the ASX or alternatively Elementos' website, www.elementos.com.au.

5. Elementos' Financial Information

5.1 Source of Financial Information

This Section contains historical financial information for Elementos for the financial half year ended 31 December 2012 and full years ended 30 June 2012 and 30 June 2011. The historical financial information in this Section has been prepared in abbreviated form. Therefore it does not contain all of the disclosures required by nor is prepared in accordance with the presentation standards required by the Corporations Act and Listing Rules

5.2 Summary Income Statement

The historical summary income statements are sourced from Elementos' reviewed financial statements for the half year ended 31 December 2012 and the audited accounts for the full years ended 30 June 2012 and 30 June 2011.

	Half year ended 31 Dec 2012	Full year ended 30 June 2012	Full year ended 30 June 2011
	\$	\$	\$
Revenue	17,396	285,739	312,948
Less expenses:			
Corporate and administrative	(973,953)	(1,836,479)	(3,104,521)
Exploration and evaluation expenditure	(101,670)	(1,172,321)	(382,943)
Impairment of exploration and evaluation assets	(4,095,903)	-	-
Loss before income tax expense	(5,154,130)	(2,723,061)	(3,174,516)
Income tax expense	-	(3,122)	-
Loss for the period attributable to members of the parent entity	(5,154,130)	(2,726,183)	(3,174,516)
Other comprehensive income			
Foreign currency translation gain/(loss)	(477,903)	(379,147)	(599,983)
Total other comprehensive income for the period net of tax	(477,903)	(379,147)	(599,983)
Total comprehensive income attributable to members of the parent entity	(5,632,033)	(3,105,330)	(3,774,499)

5.3 Summary Balance Sheet

Set out below is a summary of the consolidated balance sheets of Elementos, derived from the Elementos' reviewed financial statements for the half year ended 31 December 2013 and the audited accounts for the full years ended 30 June 2012 and 30 June 2011.

	31 Dec 2012	30 June 2012	30 June 2011
	\$	\$	\$
Current Assets			
Cash and cash equivalents	1,596,202	2,012,552	9,316,709
Other receivables	101,876	122,917	217,995
Other current assets	520,270	511,980	5,728
Total Current Assets	2,218,348	2,647,449	9,540,432
Non-Current Assets			
Exploration and evaluation assets	3,930,495	7,321,698	3,662,498
Plant and equipment	68,900	86,434	35,244
Total Non-Current Assets	3,999,395	7,408,132	3,697,742
Total Assets	6,217,743	10,055,581	13,238,174
Current Liabilities			
Trade and other payables	456,946	778,367	855,630
Total Current Liabilities	456,946	778,367	855,630
Total Liabilities	456,946	778,367	855,630
Net Assets	5,760,797	9,277,214	12,382,544
Equity			
Issued capital	18,031,430	15,919,925	15,919,925
Reserves	(402,472)	71,320	450,467
Accumulated losses	(11,868,161)	(6,714,031)	(3,987,848)
Total Equity	5,760,797	9,277,214	12,382,544

5.4 Summary Cash Flow Statements

The summary cash flow statements are sourced from Elementos' reviewed financial statements for the half year ended 31 December 2012 and the audited accounts for the full years ended 30 June 2012 and 30 June 2011.

	Half year ended 31 Dec 2012 \$	Full year ended 30 June 2012 \$	Full year ended 30 June 2011 \$
Cash Flows from Operating Activities			
Other receipts		10,000	-
Payments to suppliers and employees	(850,656)	(2,084,236)	(2,875,722)
Interest received	17,396	275,739	312,948
Net cash provided by (used in) operating activities	(833,260)	(1,798,497)	(2,562,774)
Cash Flows from Investing Activities			
Payments for exploration expenditure	(1,690,111)	(4,903,114)	(1,962,015)
Payments for deposits		(494,787)	-
Purchase of property, plant and equipment	(379)	(94,038)	(11,583)
Net cash provided by (used in) investing activities	(1,690,490)	(5,491,939)	(1,973,598)
Cash Flows from Financing Activities			
Proceeds from issue of shares	2,309,441	-	7,365,547
Costs associated with share issue	(197,936)	-	(99,781)
Net cash provided by (used in) financing activities	2,111,505	-	7,265,766
Net increase / (decrease) in Cash Held	(412,245)	(7,290,436)	2,729,394
Cash at Beginning of Year	2,012,552	9,316,709	6,567,437
Effect of exchange rates on cash holdings in foreign currencies	(4,105)	(13,721)	19,878
Cash at End of Year	1,596,202	2,012,552	9,316,709

6. Information about Elementos' Securities

6.1 Stock Market Trading

The consideration to be offered in exchange for shares in Rockwell consists of fully paid ordinary shares in Elementos.

Shares of the same class are traded on the ASX.

The following information relates to trading on the ASX.

Event	Price (\$)
Elementos closing price at 6 August 2013	\$0.015
Previous high for the 3 month period ending 6 August 2013	\$0.035
Previous low for the 3 month period ending 6 August 2013	\$0.010
3 month VWAP of Elementos Shares	\$0.018
6 month VWAP of Elementos Shares	\$0.020

6.2 Dividends

Elementos has not paid any dividends. Elementos reviews its corporate dividend policy annually and will continue to do so going forward.

6.3 Directors' Interests in Elementos Shares

Director	Shares	Listed Options	Unlisted Options
A.Anthony McLellan	4,847,554	Nil	2,000,000 ² 700,000 ³
James Calaway	44,603,837	14,965,986 ¹	1,000,000 ⁴ 500,000 ³
Corey Nolan	264,215	58,715 ¹	2,500,000 ² 800,000 ³

Note 1: Options have an exercise price of \$0.06 each and expiry date of 9 April 2014.

Note 2: Options have an exercise price of \$0.226 each and expiry date of 23 October 2015.

Note 3: Options have an exercise price of \$0.06 each and expiry date of 20 January 2017.

Note 4: Options have an exercise price of \$0.326 each and expiry date of 18 January 2017.

6.4 Elementos Top 20 Shareholders

As at 7 August 2013, the top 20 shareholders of Elementos Shares were as follow:

Name of Holder	Number of Shares
Andes Investors LLC	40,673,340
Mr Andrew Carlyle Greig	16,666,667
JP Morgan Nominees Australia Limited	8,898,411
Richard Seville & Associates Pty Ltd	8,200,072
Belmont Park Investment Pty Ltd	7,615,386
Allan Anthony McLellan	4,847,554
Hinton Family Holdings Pty Ltd	3,439,688
Mr Denis Grenville Hinton & Mrs Roslyn Susanna	2,835,796

Hinton<Hinton Family Super A/C>	
Panorama Ridge Pty Ltd	2,824,614
Thosnunn Pty Ltd<Super Fund A/C>	2,750,000
Lithium Investors LLC	2,029,256
Citicorp Nominees Pty Limited	2,024,899
James Calaway	1,901,241
Mr Paul Anthony Crawford & Mrs Robyn Lynelle Crawford <Kuratyn Superannuation A/C>	1,827,575
Mr Ian Lindsay Campbell	1,651,790
Mr Neil Stuart & Mrs Carolyn Stuart <Neil F Stuart Super Fund A/C>	1,548,585
Macbeth Genealogical Services	1,280,000
Mark McCauley	1,251,205
Best Holdings Pty Ltd	1,239,197
Orocobre Limited	1,223,214

6.5 Rights attaching to Elementos Shares

Elementos' Shares offered to Rockwell Shareholders under the Offer will be fully paid ordinary shares and will, from the date of their issue, rank equally with existing Elementos Shares on issue and will have the same rights and liabilities attaching to them.

Elementos has no partly paid shares or restricted securities. Elementos has 32,952,052 listed options and 10,700,000 unlisted options.

(a) General:

Full details of the rights and liabilities attaching to Elementos Shares are set out in Elementos' Constitution (**Constitution**), subject to the Corporations Act, the ASX Listing Rules, the ASX Settlement Operating Rules and the general law.

A broad summary of the principal rights and liabilities attaching to Elementos Shares is set out below. This summary is not exhaustive and is not a definitive statement of the rights and liabilities of Elementos shareholders. Rockwell Shareholders seeking a definitive assessment of the rights and liabilities attaching to Elementos Shares should have regard to the Elementos Constitution, a copy of which can be inspected free of charge at Elementos' registered office during normal business hours and should seek their own professional advice.

(b) Voting

Subject to any restriction on voting imposed due to a breach of the ASX Listing Rules relating to restricted shares or any escrow agreement entered into by Elementos and a member, every holder of Elementos Shares present in person or by proxy, attorney or representative at a meeting of shareholders has one vote on a vote taken by a show of hands, and, on a poll every holder of Elementos Shares who is present in person or by proxy, attorney or representative has one vote for every Share held by him or her.

A poll may be demanded before a vote is taken, or before or immediately after the declaration of the result of the show of hands by the chairman of the meeting, by at least five shareholders present in person or by proxy, attorney or representative, or by any one or more shareholders who are

together entitled to not less than 5% of the total voting rights of all those shareholders having the right to vote on the resolution.

(c) Dividends

Dividends are payable out of Elementos' profits and are declared by the Directors. Dividends declared will (subject to the rights of any preference shareholders and to the right of the holders of any shares created or raised under any special arrangement as to dividend) be payable on the Elementos Shares in accordance with the Corporations Act.

The Board of Elementos does not believe it will be financially capable of paying a dividend in the foreseeable future.

(d) Transfer of Elementos Shares

A shareholder may transfer Elementos Shares by a market transfer in accordance with any computerised or electronic system established or recognised by ASX or the Corporations Act for the purpose of facilitating transfers in shares or by an instrument in writing in a form approved by ASX or in any other usual form or in any form approved by the Directors. The Directors may refuse to register any transfer of Elementos Shares, other than a market transfer, where permitted by the ASX Listing Rules or the ASX Settlement Operating Rules. Elementos must comply with such obligations as may be imposed on it by the ASX Listing Rules and where appropriate the ASX Settlement Operating Rules in connection with any market transfer and may not prevent, delay or in any way interfere with the registration of a market transfer where to do so would be contrary to the provisions of any of the ASX Listing Rules or the ASX Settlement Operating Rules.

(e) Meetings and Notice

Each shareholder is entitled to receive notice of and to attend general meetings of Elementos and to receive all notices, accounts and other documents required to be sent to shareholders under the Constitution, the Corporations Act or the ASX Listing Rules.

(f) Winding Up

Elementos has only issued one class of shares, which all rank equally in the event of liquidation. A liquidator may, with the authority of a special resolution of shareholders divide among the shareholders in kind the whole or any part of the property of Elementos, and may for that purpose set such value as he considers fair upon any property to be so divided, and may determine how the division is to be carried out as between the shareholders. The liquidator can with the sanction of a special resolution of Elementos' shareholders vest the whole or any part of the assets in trust for the benefit of shareholders as the liquidator thinks fit, but no shareholder of Elementos can be compelled to accept any Elementos Shares or other shares in respect of which there is any liability.

(g) Shareholder Liability

As the Elementos Shares are fully paid shares, they are not subject to any calls for money by the Company and will therefore not become liable for forfeiture.

(h) Alteration to the Constitution

The Constitution can only be amended by a special resolution passed by at least 75% of shareholders present and voting at the general meeting. At

least 28 days' written notice specifying the intention to propose the resolution as a special resolution must be given.

(i) ASX Listing Rules

Elementos was admitted to the Official List of ASX on 23 December 2009. Notwithstanding anything in Elementos' Constitution, if the ASX Listing Rules prohibit an act being done, the act must not be done. Nothing in the Constitution prevents an act being done that the ASX Listing Rules require to be done. If the ASX Listing Rules require an act to be done or not to be done, authority is given for that act to be done or not to be done (as the case may be). If the ASX Listing Rules require the Constitution to contain a provision or not to contain a provision, the Constitution is deemed to contain that provision or not to contain that provision (as the case may be). If a provision of the Constitution is or becomes inconsistent with the ASX Listing Rules, the Constitution is deemed not to contain that provision to the extent of the inconsistency.

7. Profile of Rockwell

7.1 Publicly Available Information and Disclaimer

The information regarding Rockwell in Section 7 and elsewhere in this Bidder's Statement has been prepared by Elementos from material provided by Rockwell, a site visit to the project and associated infrastructure and by using other publicly available information, and has not been independently verified. Accordingly, Elementos does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of this information.

The information on Rockwell in this Bidder's Statement should not be considered comprehensive. Rockwell is an unlisted public company, incorporated in Queensland and is subject to the requirements of the Corporations Act. For information concerning the financial position and affairs of Rockwell, you should refer to the full range of information that has been disclosed by Rockwell pursuant to those requirements.

In addition, the Corporations Act requires the directors of Rockwell to provide a Target's Statement to holders of Rockwell Shares in response to this Bidder's Statement, setting out certain material concerning Rockwell.

7.2 Brief overview of Rockwell and its Principal Activities

Rockwell is an Australian unlisted public company that is entitled to own 50% of the Cleveland Project in north-west Tasmania, Australia. Rockwell has also entered into an option agreement to acquire the remaining interest in tenement EL7/2005 for a total consideration of \$700,000, payable by 31 December 2013.

7.3 Rockwell Assets

The Cleveland Project includes:

- Cleveland mine - a relatively shallow, hard-rock tin-copper Mineral Resource of 47,000 tonnes of tin equivalent metal,
- Tungsten Mineral Resource - containing 12,000 tonnes of WO₃; and
- Cleveland tailings - a low-grade tin and copper tailings Mineral Resource of 13,000 tonnes of contained tin equivalent metal.

7.4 Cleveland Mine

The Cleveland mine is a historical underground tin mine operated by Aberfoyle Limited between 1968 and 1986. The mine produced 5,645,035 tonnes of tin and copper ore grading 0.68% and 0.28% respectively, producing 23,519 tonnes of tin and 9,691 tonnes of copper in concentrates. The mine closed due to the low tin prices in the late 1980s. Aberfoyle was a major operator in the tin and tungsten mining industry with four operating tin and tungsten mines in Australia.

The mine was operated successfully with good ground conditions conducive to low-cost, long-hole, open-stopping methods.

The mine was developed down to approximately 400 metres below the surface. The underground decline and stopes are still available for access to the known deposits of tin-copper and tungsten. There is a four kilometre decline and approximately eleven kilometres of underground development in place, although mine access will be restricted until dewatering and rehabilitation is completed.

Adequate geological records have survived from the time of the Aberfoyle operations to allow for the estimation of Mineral Resources and reporting of the Mineral Resources in accordance with the JORC Code.

In addition, 111 samples from 87 Aberfoyle drill cores were re-split and re-assayed to confirm the reliability of the historical tin and copper sampling and assaying methods, producing excellent reconciliations.

Aberfoyle drilled 2,040 diamond holes into the deposits for a total drilled length of about 130,000 metres, and has more than 75,000 assay points for tin-copper, tungsten and selected other metals. Certain historical data has been digitised which includes diamond drill hole collar locations, drill hole surveys, and assays, lode intercepts and mined out parameters from mine closure resource reports, surface contours of the mine, and the location of the Cleveland decline.

The JORC Resource for the Cleveland mine, independently prepared by Mining One Consultants, is summarised below.

Cleveland Mine Mineral Resource Estimate # Cut-off grade 0.35 % Sn						
Category	Tonnes kt	Tin grade % Sn	Copper grade % Cu	Tin _Eq Sn_Eq %	Tin tonnes	Tin Equivalent tonnes
Indicated	4,239	0.70%	0.28%	0.80%	30,000	34,000
Inferred	1,880	0.64%	0.19%	0.70%	12,000	13,000
Total	6,119	0.68 %	0.25 %	0.77 %	42,000	47,000

See note on Tin Equivalent Calculations Below

In the Cleveland mine, tin and copper mineralisation is principally hosted in semi-massive sulphide lenses that have replaced limestone. Tin occurs as cassiterite (tin oxide) and in very minor amounts as stannite, and copper as chalcopyrite.

The tin and copper lenses are more or less vertically dipping, lenticular deposits with strike lengths of up to 500 metres, across strike thicknesses of up to 30 metres and down-dip extents of up to 800 metres. Mineral Resources have been estimated for the tin and copper in these individual lenses.

Tungsten Mineral Resource

The mineral resources are all contained within an exploration permit area of 18 square kilometres. Rockwell also controls two additional exploration permits representing approximately 76 square kilometres of prospective ground for further tin, tungsten, lead, zinc and silver exploration.

In the Cleveland mine, tungsten mineralisation occurs as wolframite (Fe,MnWO₃), hosted in a tungsten bearing quartz stock-work (Foley zone).

The tungsten bearing stock-work is currently considered to dip vertically and has a known strike length of about 300 metres, an across strike width of up to 300 metres and a down dip extent of 900 metres.

The JORC Mineral Resource for the Tungsten deposit, independently prepared by Mining One Consultants, is summarised in the table below.

Cleveland Tungsten (Foley Zone) Mineral Resource Estimate				
Cut-off grade (% WO₃)	Category	Tonnes (kt)	Tungsten % WO₃	Contained WO₃ (tonnes)
0.20%	Inferred	3,980	0.30%	12,000

Cleveland Tin-Copper Tailings

The tonnage and grades of copper and tin tailings has been estimated from the reported operating records of the Aberfoyle processing plant between 1969 and 1986. The tailings are stored on-site in two tailings dams, the surfaces of which

are covered in vegetation. Because the spatial distribution of both, the grade and tonnage of the tailings in the dams is unknown and the resources have been classified as inferred. A zero cut-off grade has been used, because it is assumed all the tailings will be treated. Rockwell has completed an internal scoping study which demonstrates the potential of re-processing the tailings.

The JORC Resource for the Cleveland tailings, independently prepared by Mining One Consultants, is summarised in the table below.

Cleveland Tailings Mineral Resource Estimate # Cut-off grade 0 % Sn						
Category	Tonnes kt	Tin grade % Sn	Copper grade % Cu	Tin_Eq Sn_Eq %	Tin tonnes	Tin Equivalent tonnes
Tailings	3,850	0.30%	0.13%	0.34%	11,600	13,000

Tin Equivalent Calculations

The tin equivalency is calculated by the formula: $\text{Sn_Eq \%} = \text{Sn\%} + \text{Cu\%} / (\text{Sn price US\$25,000} / \text{Cu price US\$8,500})$. No metallurgical assumptions have been built into the resource estimate, although the company expects that the tin and copper will be recovered into concentrates in a modern concentrator. The Company notes that Cleveland was a historical mine operated by Aberfoyle Limited between 1968 and 1986. During the life of the Cleveland operations, 5.7 million tonnes of ore was mined and processed to produce to approximately 24,000 tonnes of tin and 10,000 tonnes of copper in concentrates. The historical life of mine tin and copper recoveries averaged 60% - best tin recovery 69% (1969 and 1973)- and copper 76% (1973). The Company believes that recoveries could be substantially improved using modern day tin processing technology. The tailings resource has been subject to a Rockwell scoping study and metallurgical test work which has demonstrated that tin and copper concentrates can be recovered.

The Company believes that all the metals included in the metal equivalent calculations have a reasonable potential to be recovered and it does not believe there are any factors that would result in metallurgical recoveries being materially lower than historically achieved.

For tin and copper resources, a Sn equivalent grade was estimated from the Sn and Cu grades, assuming metal prices current at the time of writing the Bidder's Statement, that is, US\$25000 per tonne for tin and US\$8500 for Cu.

Cleveland Exploration Potential

There is excellent potential to expand on the known areas of mineralisation in both the tin-copper and tungsten deposits.

While there has been a significant amount of drilling within the tin deposit areas, most of the exploration focus by Aberfoyle was on the incremental expansion of known mineralisation. The main tin deposit remains open at depth and along strike, and there are intersections outside the known deposit areas.

The Foley tungsten system remains open along strike and at depth. Aberfoyle reports indicate the potential for major extensions of the Foley zone to the north.

Regional Infrastructure

The tin province in north-west Tasmania hosts some of the world's highest grade and most productive tin mines, including Renison Bell, Mt. Bischoff and Cleveland. The region also hosts operating iron ore, lead/zinc, gold and copper mines.

The region has well developed infrastructure and a strong mining culture. The site is linked to Burnie Port by sealed roads. Accessible power runs through the Cleveland exploration licence area, and there is abundant water available for use in the process. The Burnie region has a large, available, and industrially-savvy workforce. The Tasmanian Government, Environmental Protection Authority and Department of Mineral Resources have all indicated support for the Cleveland Project.

Development Activities

A JORC compliant resource estimate for the tin-copper and tungsten deposits was announced by Rockwell on 18 April 2013. Development activities in progress and planned include:

- Finalising environmental permitting and Mining Lease applications;
- Implementing a dewatering program to re-establish access to the Cleveland mine;
- Commence an exploration drilling program (if required) to define new resources and extensions within the tin-copper and tungsten deposits, previously identified by Aberfoyle, but never drilled. A number of new greenfield exploration targets will also be evaluated;
- Progressing metallurgical test-work and designing a new process flow sheet utilising the latest tin processing technologies, which have substantially advanced since mine closure; and
- Completing a scoping study to identify the optimal development scenarios for the tin-copper, tungsten and tin tailings, including capital and operating costs.

7.5 Rockwell Directors

The current directors of Rockwell are:

Calvin Treacy - BEng, MBA, MAICD – Chairman

Mr Treacy is an experienced manager and director with over 10 years' experience in the mining industry, he has a strong track record of founding and growing companies. His prior roles have included COO and CEO positions, Director of AMIRA International and he is currently a Director of several unlisted companies.

Christopher Dunks - BEng (Mech) – Director

Mr Dunks has over 16 years of experience with Bechtel, Kvaerner and Worley Parsons on major industrial projects covering mechanical engineering, construction, commercial negotiation, business development and project management. He has also been involved in commercialising novel mining and industrial technologies.

Dr. Mike Adams - DSc(Eng), PhD, MSc, BSc(Hons), FAusIMM(CP), FSAIMM – Director

Dr Adams has over 25 years of experience in process metallurgy for nickel, cobalt, copper, gold, silver, zirconium, niobium, rare earths, platinum group metals (PGM), uranium, covering treatment range of metallurgical processing techniques. His experience includes bankable-level project management and process development experience. He is a Fellow of the Australian as well as the South African Institutes of Mining and Metallurgy and has received gold and silver medal awards from professional organizations for his work.

8. Rockwell's Financial Information

8.1 Source of Financial Information

This Section 8 includes historical financial information in relation to Rockwell for the financial years ended 30 June 2012 and 30 June 2011.

All financial information relating to Rockwell has been sourced from Rockwell's audited financial statements for the years ended 30 June 2012 and 2011. The financial information for Rockwell has been presented in abbreviated form.

Elementos has relied on the information in Rockwell's financial reports to prepare this Section 8.

8.2 Summary Income Statements

The historical summary income statements are sourced from Rockwell's audited financial statements for the financial years ended 30 June 2012 and 30 June 2011.

	Full year ended 30 June 2012	Full year ended 30 June 2011
	\$	\$
Revenue	18,802	3,407
Less expenses:		
Corporate and administrative	(865,350)	(396,820)
Exploration and evaluation expenditure	-	-
Loss before income tax expense	(846,548)	(393,413)
Income tax expense	-	-
Loss for the period attributable to members of the parent entity	(846,548)	(393,413)
Other comprehensive income	-	-
Total other comprehensive income for the period net of tax	-	-
Total comprehensive income for the year	(846,548)	(393,413)

8.3 Summary Balance Sheet

Set out below is a summary of the consolidated Balance Sheet of Rockwell, derived from Rockwell's audited financial statements for the financial years ended 30 June 2012 and 30 June 2011.

	30 June 2012	30 June 2011
	\$	\$
Current Assets		
Cash and cash equivalents	54,041	1,043,015
Other receivables	13,737	151,562
Other current assets	8,681	22,500
Total Current Assets	76,459	1,217,077
Non-Current Assets		
Exploration and evaluation assets	921,886	802,315
Total Non-Current Assets	921,886	802,315
Total Assets	998,345	2,019,392
Current Liabilities		
Trade and other payables	7,000	181,499
Total Current Liabilities	7,000	181,499
Total Liabilities	7,000	181,499
Net Assets	991,345	1,837,893
Equity		
Issued capital	2,751,440	2,751,440
Accumulated losses	(1,760,095)	(913,547)
TOTAL EQUITY	991,345	1,837,893

8.4 Publicly available information on Rockwell

Rockwell is an unlisted public company. Rockwell financial reports for previous financial years have been lodged and can be obtained from ASIC at www.asic.gov.au.

9. Information about Rockwell's Securities

9.1 Rockwell's issued securities

Based on documents lodged by Rockwell with ASIC, and other information made available to Elementos by the company secretary of Rockwell, Rockwell has the 79,280,006 ordinary shares on issue as at the date of this Bidder's Statement. It has no other securities of any type on issue.

9.2 Details of relevant interests in Rockwell securities held by Elementos

As of the date of this Bidder's Statement, Elementos had a relevant interest in 15,848,073 Rockwell Shares.

9.3 Voting power in Rockwell

As of the date of this Bidder's Statement, Elementos has a voting power of 19.99% in Rockwell. Elementos' voting power in Rockwell arises from the relevant interest (as defined by the Corporations Act) in the Rockwell Shares which is the subject of Pre-Bid Acceptance Agreements.

9.4 Acquisitions in the last Four Months

In the four months before the date of the Bidder's Statement, save for the obligations of Elementos under the Pre-Bid Acceptance Agreements, neither Elementos nor any associate of Elementos has provided, or agreed to provide, consideration for Rockwell Shares under any purchase or agreement during the four months before the date of this Bidder's Statement or during the period between the date of this Bidder's Statement and the date immediately before the Offer Date.

Neither Elementos nor any associate of Elementos has provided, or agreed to provide, consideration for Rockwell Shares under any purchase or agreement during the period starting on the date of this Bidder's Statement and ending on the date immediately before the Offer Date.

9.5 No Escalation Agreements

Neither Elementos nor any Associate of Elementos has entered into any escalation agreement that is prohibited by Section 622 Corporations Act.

9.6 No Inducing Benefits given during the Previous Four Months

Except as set out in this Bidder's Statement, neither Elementos nor any of its Associates has, during the period of four months before the date of the Offer, given, or offered to give or agreed to give, a benefit to another person where the benefit was likely to induce the other person, or an Associate, to:

- (a) Accept the Offer; or
- (b) dispose of Rockwell Shares,

which benefit is not offered to all Rockwell Shareholders under the Offer.

10. Intentions of Elementos in relation to Rockwell

10.1 Overview

This Section sets out Elementos' intentions in relation to the following:

- (a) the continuation of the business of Rockwell; and
- (b) any major changes to the business of Rockwell and any redeployment of the fixed assets of Rockwell.

These intentions are based on the information concerning Rockwell, its business and the general business environment, which is known to Elementos at the time of the preparation of this Bidder's Statement.

Final decisions will only be reached by Elementos in light of material information and circumstances at the relevant time. Accordingly, the statements set out in this Section 10 are statements of current intention only, which may change as new information becomes available or circumstances change.

The Offer is subject to a minimum acceptance condition of 90% of the Rockwell Shares. Presently, Elementos has no intention to waive that condition though it is entitled to do so subject to compliance with the provisions in the Corporations Act. There are a range of potential outcomes arising from the Offer.

This Section outlines these outcomes on the basis that Elementos is successful in acquiring 90% or more of Rockwell (and so can proceed to compulsorily acquire all remaining Rockwell Shares) and also for the situation where Elementos were to acquire less than 90% but more than 50% of Rockwell Shares and waive the minimum acceptance condition at some future time during the course of the Offer.

Following a successful Merger, Elementos intends to undertake a capital raising by December 2013 through a private placement and/or through an offer to existing shareholders of the Merged Group in order to provide funding for the Merged Group's activities, particularly in relation to the acquisition and development of the Cleveland Project.

10.2 Review of Rockwell

Elementos and its advisors have reviewed information publicly available about Rockwell, its current activities and its plans for the future and have had limited discussions with Rockwell in relation to its business. However, Elementos may not currently have knowledge of all material information, factors and circumstances that are necessary to assess the operation, commercial, taxation and financial implications of its current intentions. Consequently, final decisions on these matters have not been made.

Following the close of the Offer, Elementos will, to the extent that information is available to it, conduct a review of the operations, assets, structure and employees of Rockwell. Final decisions will only be reached after that review. As such, statements set out in this Section are statements of current intention only which may change as new information becomes available to Elementos or circumstances change. The statements in this Section should be read in this context.

10.3 Elementos' Intentions regarding Rockwell

Elementos wishes Rockwell, after the close of the Offer, to continue to be operated as a separate entity, retaining its own identity. Subject to the results of

Elementos' review of Rockwell's business and operations, it is the current intention of Elementos that:

- (a) the business of Rockwell will be continued in largely the same manner as it is currently being conducted, subject to Elementos' intended capital raising of the Merged Group as set out in Section 10.1;
- (b) no major changes will be made to the business of Rockwell;
- (c) there will not be any redeployment of the fixed assets of Rockwell;
- (d) the present employees of Rockwell will continue to be employed by Rockwell; and
- (e) a review be conducted as to the viability of additional exploration opportunities available to the Merged Group.

10.4 Elementos' Intentions if it Fails to Gain Control of Rockwell

If Elementos acquires 50% or less of the Rockwell's Shares and is unable to exercise control of Rockwell (as defined in the Corporations Act), Elementos does not currently intend to proceed with the Bid. However, should Elementos elect to waive its minimum acceptance condition of 90% of the Rockwell Shares, it will, to the extent possible and as permitted by all applicable legal and regulatory requirements, seek to procure that the Board of Directors of Rockwell continues to run the affairs of Rockwell in accordance with the intentions of Elementos.

10.5 Intentions upon Acquiring Control of Rockwell but less than 90 %

The Offer is subject to a number of conditions and this Section outlines Elementos' current intentions if it were to acquire control of Rockwell, but less than 90% of the Rockwell Shares. Elementos does not currently intend to proceed with the Bid in that circumstance. However, should Elementos elect to waive its minimum acceptance condition of 90% of Rockwell Shares, it will not be able to proceed to compulsory acquisition, but will have some capacity to influence the action, operations and management of Rockwell, subject to its obligations at law.

In this circumstance and in the absence of any other defeating conditions, Elementos would, the extent to which it is able to do so, look to:

- (a) subject to the Corporations Act and the constitution of Rockwell, seek representation on the Rockwell Board to a level commensurate with its shareholding in Rockwell;
- (b) if Elementos becomes entitled at some later time to exercising general compulsory acquisition rights under the Corporations Act, exercise those rights; and implement such of the intentions as are detailed below in Section 10.6 as are consistent with Rockwell being a controlled entity of Elementos but not a wholly-owned subsidiary.

10.6 Intentions Upon Acquisition of 90 % or More of Rockwell Shares

This Section 10.6 sets out Elementos' intentions if it acquires 90% or more of the Rockwell Shares and it is entitled to proceed to compulsory acquisition of the outstanding Rockwell Shares.

- (a) Corporate Matters

Elementos intends to:

- (i) proceed with compulsory acquisition of the outstanding Rockwell Shares in accordance with the provisions of Chapter 6A of the Corporations Act; and
- (ii) appoint one director of Rockwell, Calvin Treacy, to the Board of Elementos.

(b) Head Office and Administration Functions

Elementos intends to amalgamate the corporate head office and administrative functions of Elementos and Rockwell, such as finance and accounting, company secretarial, risk management, as well as those functions involved in setting overall planning and control of the combined operations of Elementos and Rockwell, with a view to eliminating duplication of tasks and reduce or eliminate costs where possible.

Elementos expects that in this way, it will enable a reduction in corporate overhead for the Merged Group.

(c) Exploration Focus

The Company's primary strategic objectives during 2012/2013 has been the Merger with Rockwell, the inaugural drilling program at Tamaya, and advancing and/or realising value from its Millenium, Selwyn South (not yet granted), Manantiales and Santo Domingo projects through sale or joint ventures. Exploration has been put on hold at these properties while this process is underway and parties are completing due diligence.

The first phase of the Tamaya drilling program was completed in March 2013. The results of the first year of exploration at Tamaya are being analysed and subsequent activities will be planned following the review. There will be no further in-ground exploration commitments at Tamaya during the remainder of calendar year 2013 whilst the internal studies are completed, and additional capital is raised.

On completion of the Merger, the Company's primary focus will be advancing the Cleveland Project. The board will establish a detailed work program and budget for the project on completion of the Merger. Development activities planned include:

- (i) Finalise environmental permitting and Mining Lease applications;
- (ii) Implement a dewatering program to re-establish access to the Cleveland mine;
- (iii) Commence an exploration drilling program (if required) to define new resources and extensions within the tin-copper and tungsten deposits, previously identified by Aberfoyle, but never drilled. A number of new greenfield exploration targets will also be evaluated;
- (iv) Progress metallurgical test-work and design a new process flow sheet utilising the latest tin processing technologies, which have substantially advanced since mine closure; and
- (v) Complete a scoping study to identify the optimal development scenarios for the tin-copper, tungsten and tin tailings, including capital and operating costs.

10.7 Limitations on Intentions

Elementos will only make a decision on the above matters following receipt of appropriate legal and financial advice. Elementos' intentions must be read as being subject, should Elementos be unable to compulsorily acquire all of the Rockwell Shares, to the Rockwell Board (including any nominees of Elementos) having regard to the interests of all Rockwell Shareholders and would therefore be subject to its obligations to comply with the applicable provisions of the *Corporations Act* and the law generally.

11. Profile of Merged Group

11.1 Merged Group Disclaimer

The information on the Merged Group contained in this Bidder's Statement, to the extent that it incorporates or reflects information on Rockwell, has been prepared using publicly available information. Accordingly, information in relation to the Merged Group is subject to the qualifications set out in this Bidders Statement.

11.2 Introduction

The profile of the Merged Group will vary depending on the outcome of the Offer. Unless otherwise indicated, the description of the Merged Group in this Section 11 assumes that Rockwell is a wholly owned subsidiary of Elementos. If Elementos is not entitled to compulsorily acquire Rockwell Shares, some of the benefits that would otherwise accrue to Elementos if Rockwell were to become a wholly owned subsidiary of Elementos, may not be fully realised.

11.3 Merged Group Board

The Board of the Merged Group, upon completion of the Offer, will be comprised of Corey Nolan – executive director, Calvin Treacy – managing director and Richard Seville – non-executive director. Details of the qualifications and experience for Mr. Nolan and Mr. Treacy are available in sections 4.2 and 7.5 (respectively). The qualifications and experience for Mr. Seville is set out below:

Richard P. Seville - BSc (Hons), MEngSc, MAusIMM, ARSM

Mr. Seville is a mining geologist and geotechnical engineer with 30 years' experience in exploration, mine development and mine operations. He also has significant corporate experience, in the roles of CEO and Operations Director in ASX/AIM listed mining companies.

He is presently a non executive director of ASX and AIM listed Leyshon Resources Limited and the managing director of ASX and TSX listed Orocobre Ltd.

11.4 Merged Group Overview

Following the Offer, the Merged Group will have an advanced-stage tin project with a suite of complementary copper and gold projects.

Rockwell and Elementos shareholders will benefit from the Merged Group's portfolio:

Project	Interest	Area (km ²)	Description
Cleveland	EL7 50%. Option to acquire 100% EL9 100% EL15 100%	96	Existing Rockwell project
Tamaya	Earning 50%	68.9	Existing Elementos project
Santo Domingo	Earning 100%	250	Existing Elementos project
Manantiales	Earning 100%	97	Existing Elementos project
Millenium EPMs	Earning 100%	250	Existing Elementos project
Millenium ML's	Option to earn 100%	1.34	Existing Elementos project
Selwyn South	Applied for 100%		Existing Elementos project

11.5 Summary of Financial Information for the Merged Group

A pro forma consolidated balance sheet as at 31 March 2013 has been compiled to present the financial position of the combined group (the merged Elementos and Rockwell) on the assumption that 100% of the shares in Rockwell had been acquired as at 31 March 2013 in accordance with the terms of the Offer.

Elementos does not, except as required by law, make any representations or warranty, express or implied, as to the accuracy or completeness of this information.

Elementos has had limited access to the directors, management or staff of Rockwell and has had limited access to working papers, accounting records or other documentation for the purposes of preparing this financial information. Therefore, it has not been possible to independently verify any of the financial information relating to Rockwell used in this Bidder's Statement for providing pro forma financial information.

Financial information is provided for illustrative purposes only. In considering the pro forma information, holders of Rockwell shares must take the following matters into account:

- (a) The pro forma balance sheet has been prepared on the basis that the consolidated financial statements of the combined group will represent a continuation of the financial statements of Rockwell. This is because Rockwell is likely to be identified as the accounting acquirer (notwithstanding that the legal acquirer is Elementos) primarily as a result of Rockwell Shareholders having a majority share interest in Elementos after the Merger transaction. Because the consolidated financial statements will likely represent a continuation of the financial statements of Rockwell, the principles and guidance on the preparation and presentation of the consolidated financial statements in a reverse acquisition set out in Accounting Standard AASB 3 Business Combinations have been applied in preparing the pro forma balance sheet. This includes:
 - (i) fair value adjustments arising at acquisition being made to the assets and liabilities of Elementos, not those of Rockwell;
 - (ii) the cost of the acquisition, and amount recognised as issued capital to effect the transaction, being based on the deemed number of shares that Rockwell would need to issue for the shareholders of Elementos to have the same shareholding percentage as they will in Elementos at the acquisition date;
 - (iii) equity balances in the consolidated balance sheet at acquisition date being those of Rockwell; and
 - (iv) the equity structure (the number and type of equity instruments issued) at the date of acquisition reflecting the equity structure of Elementos, including the equity instruments to be issued to effect the acquisition.
- (b) The pro forma balance sheet has been prepared by adjusting the last audited balance sheet of Rockwell as at 31 March 2013 and the last reviewed balance sheet of Elementos at 31 December 2012. In addition, a number of pro forma adjustments have been made to reflect the acquisition, estimated transaction costs and certain other transactions. Details of these adjustments are set out in the Notes to the pro forma balance sheets in the tables below.
- (c) The actual date of the acquisition will be later than 31 March 2013. In accordance with the requirements of AASB 3 Business Combinations it will

be necessary to assess the fair value of the net assets of Elementos on completion of the Merger. Consequently the actual fair values may differ from those reflected in the pro forma balance sheet once a detailed examination is made as of the actual acquisition date.

- (d) The pro forma balance sheet is indicative only. The Elementos Directors have drawn their conclusions based on the known facts and other publicly available information as at the date of this Bidder's Statement. If the facts, circumstances, assumptions and other information should prove different to that described, the conclusions may change accordingly.
- (e) Set out below is the pro forma balance sheet of the combined group as at 31 March 2013 assuming Elementos had acquired 100% of Rockwell and the other adjustments summarised below had occurred as at that date:

	Rockwell Balance Sheet 31 March 2013 Audited	Pro Forma Adjustments Unaudited	Rockwell Pro Forma Balance Sheet Unaudited	Elementos Pro Forma Balance Sheet Unaudited	Proforma Acquisition Adjustments Unaudited	Proforma Combined Group Balance Sheet Unaudited
	\$	\$	\$	\$	\$	\$
Current Assets						
Cash and cash equivalents	220,748	145,000	365,748	696,009	(200,000)	861,757
Trade and other receivables	188,142	-	188,142	101,876	-	290,018
Other	5,625	-	5,625	-	-	5,625
Total Current Assets	414,515	145,000	559,515	797,885	(200,000)	1,157,400
Non-Current Assets						
Exploration and evaluation assets	2,876,854	-	2,876,854	5,057,958	(3,061,579)	4,873,233
Property, plant and equipment	-	-	-	68,900	-	68,900
Total Non-Current Assets	2,876,854	-	2,876,854	5,126,858	(3,061,579)	4,942,133
Total Assets	3,291,369	145,000	3,436,369	5,924,743	(3,261,579)	6,099,533
Current Liabilities						
Trade and other payables	358,672	(100,000)	258,672	156,946	-	415,618
Total Current liabilities	358,672	(100,000)	258,672	156,946	-	415,618
Total Liabilities	358,672	(100,000)	258,672	156,946	-	415,618
Net Assets	2,932,697	245,000	3,177,697	5,767,797	(3,261,579)	5,683,915
Equity						
Issued capital	4,948,940	495,000	5,443,940	18,637,445	(15,931,227)	8,150,158
Reserves				(402,472)	402,472	-
Accumulated Losses	(2,016,243)	(250,000)	(2,266,243)	(12,467,176)	12,267,176	(2,466,243)
Total Equity	2,932,697	245,000	3,177,697	5,767,797	(3,261,579)	5,683,915

Notes:**Note 1**

The audited Rockwell balance sheet as at 31 March 2013 has been extracted from the audited financial statements of Rockwell for the period ended 31 March 2013.

Note 2

The unaudited proforma adjustments to the Rockwell balance sheet as at 31 March 2013 are as follows:

- i) The raising of \$245,000 from the issue of 4,900,000 shares at 5c per share subsequent to 31 March 2013.
- ii) Cash payments of \$100,000 to trade and other payables.
- iii) The settlement of \$250,000 salary costs by issuing 5,000,000 shares.

Note 3

The unaudited Elementos pro forma balance sheet has been derived from the reviewed Elementos balance sheet as at 31 December 2012 (which has been extracted from the reviewed financial statements of Elementos for the half year ended 31 December 2012) together with certain unaudited pro forma adjustments as follows:

	Elementos Balance Sheet 31 Dec 2012 Reviewed \$	Pro Forma Adjustments Unaudited \$	Elementos Pro Forma Balance Sheet Unaudited \$
Current Assets			
Cash and cash equivalents	1,596,202	(900,193)	696,009
Trade and other receivables	101,876	-	101,876
Other	520,270	(520,270)	-
Total Current Assets	2,218,348	(1,420,463)	797,885
Non-Current Assets			
Exploration and evaluation assets	3,930,495	1,127,463	5,057,958
Property, plant and equipment	68,900	-	68,900
Total Non-Current Assets	3,999,395	1,127,463	5,126,858
Total Assets	6,217,743	(293,000)	5,924,743
Current Liabilities			
Trade and other payables	456,946	(300,000)	156,946
Total Current Liabilities	456,946	(300,000)	156,946
Total Liabilities	456,946	(300,000)	156,946
Net Assets	5,760,797	7,000	5,767,797
Equity			
Issued capital	18,031,430	606,015	18,637,445
Reserves	(402,472)	-	(402,472)
Accumulated losses	(11,868,161)	(599,015)	(12,467,176)
Total Equity	5,760,797	7,000	5,767,797

Proforma Adjustments

The proforma adjustments to the Elementos balance sheet as at 31 December 2012 are as follows:

- (i) Cash payments for exploration and evaluation related activities of \$1,127,463.
- (ii) Release of the bank guarantee deposit on completing 5,000 metres of drilling at the Tamaya project (US\$500,000).
- (iii) Cash payments of \$800,000 comprising \$500,000 operating expenses and \$300,000 to trade and other payables.
- (iv) Raising of \$157,000 under a share purchase plan completed subsequent to 31 December 2012.
- (v) The raising of \$350,000 from the issue of shares.
- (vi) The settlement of \$99,015 remuneration cost by the issue of shares.

Note 4

The unaudited pro forma acquisition adjustments comprise:

- (i) Estimated acquisition transaction costs of \$200,000 to be paid in cash (and expensed as required by AASB 3 Business Combinations).
- (ii) Reduction in the pro forma carrying value of the exploration and evaluation assets of Elementos by \$3,061,579 based on the deemed consideration paid by Rockwell (refer 7.6 d) below).

This has been determined as follows:

	\$
Net assets as per Elementos unaudited pro forma balance sheet	5,767,797
Less deemed consideration paid	(2,706,218)
	<u>3,061,579</u>

As described above, the cost of the acquisition, and amount recognised as issued capital to effect the transaction, is based on the deemed number of shares that Rockwell would need to issue for the shareholders of Elementos to have the same shareholding percentage as they will in Elementos at the acquisition date.

Based on the capital structure described below the deemed number of shares that Rockwell would need to issue is 54,124,357.

Based on a Rockwell share price of 5 cents per share (refer 7.6c) below) the deemed consideration paid is calculated to be \$2,706,218 (54,124,357 shares x 5 cents per share).

- (iii) Increase in issued capital for the deemed consideration paid (refer above).
- (iv) Elimination of pre-acquisition equity of Elementos.

11.6 Basis of Pro-forma Adjustments and Assumptions

These include:

- (a) The proforma information has not been audited. It has been prepared using the recognition and measurement principles in Australian Accounting Standards and reflects the accounting policies of Elementos and Rockwell.
- (b) The proforma information has been prepared on the basis outlined in section 7.4 above including assuming a number of proforma adjustments, the legal acquisition of 100% of Rockwell's shares and estimated

transaction costs.

- (c) The proforma information in the balance sheet excludes the impact of other Elementos and Rockwell transactions which have occurred since the dates of their respective last reviewed and audited balance sheets, but are not considered to materially impact the financial position presented in the balance sheet.

11.7 Rockwell Acquisition

- (a) Financial information regarding Rockwell has been obtained from publicly available sources. Elementos is not aware of any events subsequent to the Rockwell balance date used in the 31 March 2013 accounts which would materially alter the information presented above.
- (b) The proforma information presented in the balance sheet assumes the legal acquisition of Rockwell had been completed by that date. AASB3 Business Combinations requires that the acquirer shall, at the acquisition date, allocate the costs of a business combination by recognising the acquiree's identifiable assets, liabilities and contingent liabilities that satisfy the recognition criteria at their fair values at that date. Accordingly, Rockwell (the accounting acquirer) will assess the fair value of identifiable net assets of Elementos (the accounting acquiree) on completion of the acquisition.
- (c) The calculation of the deemed purchase consideration payable by Rockwell is based on the latest capital raising by Rockwell at a price of 5 cents per share.
- (d) The proforma balance sheet of the combined group is based on the assumption that the fair values of assets and liabilities of Elementos are equal to their book value except for its exploration and evaluation assets. The difference between the book value of the net assets and the deemed purchase consideration has been assumed to relate to the exploration and evaluation assets. A full purchase price allocation exercise will be undertaken post acquisition whereby the fair values of the assets and liabilities will be more accurately assessed at the time. This may impact the classification between tangible, intangible assets and goodwill.
- (e) A reduction in cash of \$200,000 in the balance sheet reflects transaction costs that may be incurred. These are estimates only.
- (f) Intangible assets recognised on acquisition may need to be amortised over the period of their economic benefit to the combined group and such amortisation charges reduce future reported earnings. Due to limited public information available, it is not possible to identify these intangible assets and consequent amortisation at this time.

11.8 Effect on Elementos Capital Structure

Assuming that Elementos legally acquires 100% of the Rockwell ordinary shares, the following table shows the issued and fully paid share capital of Elementos as at the date of this Bidder's Statement and as it will be immediately following completion of the Offer:

Share Capital of Elementos**No. of
Shares / Options****Elementos (pre-Merger)**

Shares on issue (Note 2)	188,638,746
Options (Note 1)	43,652,052
Fully diluted	232,290,798

Rockwell

Shares on issue	79,280,006
Options	-
Fully diluted	79,280,006

Elementos (post-Merger) Assuming 100 % Acceptance

Shares on issue	466,118,767
Options (Note 1)	43,652,052
Fully diluted	509,770,819

Ownership Composition (post-acquisition, excluding options)

Elementos shareholders	40.5 %
Rockwell Shareholders	59.5 %
	100 %

Notes:

- The terms and conditions of the Elementos options are as follows:

	<u>No.</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
Quoted	32,952,052	6.0c	9 April 2014
Unquoted	4,500,000	22.6c	23 October 2015
	1,500,000	30.0c	23 December 2013
	650,000	22.6c	7 September 2015
	500,000	22.6c	30 November 2015
	1,000,000	32.6c	18 January 2017
	200,000	6.0c	3 December 2016
	2,350,000	6.0c	20 January 2017

Each option is convertible into one ordinary share of Elementos on paying the exercise price.

- Subject to change for any shares issued to Directors under the Plan (see section 0 for further information). May also change to reflect the issue of

Shares where the Company has received signed commitments for the Shares but, at the date of this Bidder's Statement, the funds associated with those commitments have not yet been received by the Company, and, accordingly, the corresponding Shares have not yet been issued.

11.9 Prospective Financial Information of the Combined Group

Elementos has given careful consideration as to whether a reasonable basis exists to produce reliable and meaningful forecast financial information in relation to the combined group. The Elementos Board has concluded that forecast financial information would be misleading to provide, as a reasonable basis does not exist for producing forecasts that would be sufficiently meaningful and reliable, particularly considering the effect that variations in key variable inputs may have on future earnings performance.

12. Investment Risks

12.1 Introduction

The key risks that may have a material adverse impact upon the implementation of the Offer, the future performance of the Merged Group and the value of Elementos Shares are described in this Section 12. The risks identified in this Section 12 are not exhaustive. Elementos does not give any assurances or guarantees of future performance or profitability, or payment of dividends by, the Merged Group. Additionally, Elementos does not give any assurances or guarantees that the risks set out in this document will not change or that they are comprehensive. There may be other material risks which are not disclosed in this document because they were not known to Elementos or were not considered to be material at the date of this Bidder's Statement. Many of the risks below arising from the Offer are also inherent within each of Rockwell and Elementos as separate entities.

The value of the Offer to Rockwell Shareholders will depend upon the future performance of the Merged Group and the value of Elementos Shares. As a result, Rockwell Shareholders should carefully consider both the risks affecting the Offer and those risks affecting the future performance of the Merged Group and the value of Elementos Shares.

Rockwell Shareholders should be aware that an investment in the Merged Group has risks which are associated with investing in listed securities. The future dividends, the value of the Merged Group's assets and the market value or price of the Elementos Shares quoted on ASX may be influenced by these and other risk factors. Many of these factors are common to those affecting the current performance of Elementos and Rockwell.

Many of the risks that may affect the Merged Group are outside the control of Elementos, Rockwell and the Merged Group.

This Section 12 does not take into account the investment objectives, financial circumstances or particular needs of individual Rockwell Shareholders. It is important that Rockwell Shareholders carefully read this Bidder's Statement in its entirety (particularly the risks set out in this Section 12), consider their personal circumstances (including financial and taxation issues and individual risk profile) and seek and consider the results of independent professional advice before deciding whether to Accept the Offer.

Rockwell Shareholders who Accept the Offer will become shareholders in Elementos. It is therefore important that they are aware of risks that may have an adverse impact on the financial performance and operations of each of Elementos, the value of Elementos Shares and the Merged Group.

12.2 Risks Related to the Offer

- (a) The consideration for the Offer consists of a specified number of Elementos Shares, rather than a number of Elementos Shares with a specified market value. The market value of Elementos Shares will fluctuate and be affected by market conditions generally, developments in relation to risks which Elementos shares with other resource companies and risks specific to Elementos. Therefore, the value of the Offer will fluctuate depending upon the market value of Elementos Shares. Accordingly, the market value of Elementos Shares at the time you receive them may vary from their market value on the date of your Acceptance of the Offer. Before Accepting the Offer, Rockwell Shareholders should obtain current quotes for Elementos Shares and advice on the value of Rockwell Shares, from

their stockbroker or other financial adviser.

- (b) Elementos has not verified the reliability of the Rockwell information included in, or which may have been omitted from, this Bidder's Statement. In respect of information relating to Rockwell presented in, or omitted from, this Bidder's Statement, including all Rockwell financial information, Elementos has relied upon publicly available information that has not been independently verified. As a result, risks may exist of which Elementos is unaware.

12.3 Risks faced by the Merged Group

Some of the risks facing the Merged Group, as well as Elementos and Rockwell as separate entities, are set out below, any one or more of which may have a material adverse impact.

- (a) Financing - General

The Merged Group will need to raise additional equity or debt funds in the future for further exploration, evaluation or feasibility studies, expanding its operations or projects, capital expenditure or otherwise in the Merged Group's operations. There is no assurance that the Merged Group will be able to obtain additional equity or debt funding when required in the future, or that the terms associated with such funding will be acceptable to the Merged Group, particularly having regard to the current uncertain economic environment and the effect that metal prices may have on future production and earnings performance. This may have an adverse effect on the Merged Group's financial results.

- (b) Financing – Cleveland Project

The Merged Group is likely to need to raise additional equity or debt funds before 31 December 2013 to acquire the remaining 50% of the Cleveland Project. There is no assurance that the Merged Group will be able to obtain this additional equity or debt funding, or that the terms associated with such funding will be acceptable to the Merged Group. This may have an adverse effect on the Merged Group's ability to acquire the remaining 50% of the Cleveland Project.

- (c) Uncertainty of Ore Reserve and Mineral Resource estimates.

Ore Reserve and Mineral Resource estimates are imprecise and depend partly on statistical inferences drawn from drilling and other data, which may prove to be unreliable. Further, production could differ from Ore Reserve estimates for the following reasons (among others):-

- (i) mineralisation or formation could be different from those predicted by drilling, sampling and similar examination;
- (ii) declines in the market price of commodities may render the potential extraction of some or all of the Merged Group's prospects uneconomic;
- (iii) increases in mining costs and processing costs could adversely affect Ore Reserves; and
- (iv) the grade or quality of Ore Reserves may vary significantly.

Any of these factors may require the Merged Group to reduce its Ore Reserve and Mineral Resource estimates.

- (d) Exploration risk

Minerals exploration is inherently risky. Notwithstanding the experience, knowledge and careful evaluation a company brings to an exploration

project, there is no guarantee or assurance that the exploration activities of the Merged Group will successfully identify or locate recoverable mineral resources either at all or in quantities, places or grades that may be commercially viable.

(e) Development risk

Possible future development of mining operations at any of the Merged Group's projects are subject to numerous risks. The Merged Group's operations may be delayed or prevented as a result of weather conditions, mechanical difficulties or a shortage of technical expertise or equipment. There may be difficulties with obtaining government and/or third party approvals, operational difficulties encountered with extraction and production activities, unexpected shortages or increases in the price of consumables, plant and equipment, cost overruns or lack of access to required levels of funding. There is no guarantee that all or any projects will be developed successfully, become economically viable or successfully enter production. Development projects may incur further or greater costs than currently anticipated or may be delayed due to the need to obtain regulatory approvals or licences or due to problems with contractors or suppliers, financing issues or accidents during construction or commissioning.

(f) Development Consents

Certain approvals (whether regulatory, environmental or otherwise) may be needed in connection with the operations of the Merged Group and there is a risk that these approvals will not be given, or will be delayed. This may affect the ability of the Merged Group to commission its current projects either at all or within the target timeframes.

(g) Increased costs could affect profitability

The cash cost of production at any particular mining location is frequently subjected to variation from one year to the next due to a number of factors, such as changing waste-to-ore ratios, ore grade, metallurgy and the cost of supplies (for example, electricity and fuel).

(h) Mining risks

The business of mining involves many risks and hazards, including mining or processing issues, environmental hazards, industrial accidents, labour force disruption, the unavailability of materials and equipment, unusual or unexpected rock formations, pit slope failures, changes in the regulatory environment and weather conditions. Such occurrences could result in damage to, or destruction of, mineral properties or production facilities, personal injury or death, environmental damage, delays in mining, monetary losses and possible legal liability. As a result, there is the possibility that the Merged Group will incur costs that could have a material adverse effect upon its financial performance, liquidity and results of operations.

(i) Contract termination risk

If Rockwell is a party to any material agreements which provide that the counterparty can terminate that agreement upon a change of control in Rockwell, the exercise of those rights may have adverse consequences for the Merged Group.

(j) Currency fluctuations may impact revenue

Currency fluctuations will affect the value in Australian Dollars of the Merged Group's revenue. Mineral commodities are sold throughout the

world based primarily on the US dollar price, while the Elementos component of the Merged Group's operating expenses are incurred in Australian dollars. Any depreciation of non-US dollar currencies will decrease the Elementos component of the Merged Group's revenue in Australian Dollars whilst the Merged Group's operating expenses remain fixed in Australian Dollars, reducing the Merged Group's gross profit. This will negatively impact on the Merged Group. It is not possible to accurately predict future movements in metal prices particularly in the current uncertain economic environment.

(k) Environmental and Health and Safety risks

Failure to comply with environmental and health and safety laws can result in injunctions, damages, suspension or revocation of permits and the imposition of penalties. There can be no assurance that the Merged Group has been or will be at all times in complete compliance with such laws, regulations and permits, or that the costs of complying with current and future environmental and health and safety laws and permits will not adversely affect the Merged Group's business, results of operations or financial condition. The Merged Group could also be held responsible for the costs to address contamination at current or former facilities or third party sites.

Environmental laws and regulations are complex and have tended to become more stringent over time. Any changes in such law or in the environmental conditions at the Merged Group's mines could have a material adverse effect on the Merged Group's financial condition, liquidity or results of operations. Elementos is not able to determine the impact of future changes in environmental laws and regulations on the Merged Group's future financial position due to the uncertainties surrounding the ultimate form that such changes may take.

Elementos will attempt to mitigate this risk by putting in place an environmental management policy, which will be the subject of regular review. Regular audits will be carried out to ensure compliance with various environmental controls, health and safety policies, legislation and government requirements to which it is subject. Such audits will seek to identify issues which may give rise to future concerns and act as an early warning system for preventative action.

(l) Litigation

The Merged Group could be subject to litigation and other claims based on the conduct of Elementos and Rockwell that occurred prior to the acquisition by Elementos of all of the Rockwell Shares and the conduct of the Merged Group which follows the Offer.

(m) Personnel

Elementos relies on certain key employees. There is a risk that Elementos or the Merged Group may not be able to retain key technical and managerial personnel after close of the Offer. This may have an adverse impact on the long term performance of the Merged Group.

(n) Re-rating

After the close of the Offer, Elementos may not achieve an improved re-rating of its share price or an improved credit profile. Due to the occurrence of adverse changes in the business or unforeseen circumstances, Elementos Shares may decline in value.

(o) Timing delays

There is a risk that the Merged Group will not achieve its financial and strategic goals due to delays or difficulties occurring during the integration of the two businesses.

(p) Native title

Elementos' and Rockwell's mining and exploration tenements and other entitlements to property and minerals may be affected by native title claims, unregistered agreements, transfers or unknown defects in title. Native title claims and Aboriginal heritage issues may have a material adverse impact on the Merged Group's mineral tenements and activities and may hinder or prevent its mining and exploration activities.

(q) Regulatory and legislative risks

Any changes in the laws and regulations under which the Merged Group operates may adversely impact on the Merged Group's activities, planned projects and financial results. These laws and regulations include mining and exploration-related laws, laws requiring permits and licences, environmental regulations and health and safety laws and regulations.

(r) Competition

The Merged Group will be subject to competition from other market participants. The Merged Group may be unable to successfully compete and may suffer material adverse consequences such as loss of market share and customers and reduction in revenue.

(s) Counterparty risk

There is a risk, which is higher in the current uncertain economic environment, that contracts and other arrangements to which Elementos and Rockwell are party and obtain a benefit (such as joint venture agreements and supplier agreements) will not be performed by the relevant counterparties if they become insolvent or are otherwise unable or unwilling to perform their obligations.

(t) Market for shares in the Merged Group

There can be no guarantee that a liquid market in Elementos Shares will exist after the close of the Offer. There may be relatively few, or many, potential buyers or sellers of Elementos Shares on ASX at any given time. This may affect the prevailing market price at which Elementos shareholders are able to sell their shares. This may result in Rockwell Shareholders receiving a market price for their Elementos Shares which is less or more than the current market price at which Elementos Shares trade on ASX.

(u) Carbon tax

In 2011, the Australian Parliament enacted the Clean Energy Act (**CEA**) to introduce a mandatory emissions trading scheme (or **carbon tax**) with effect from 1 July 2012.

Under the CEA, emitters of greenhouse gases who emit in excess of set thresholds are liable to purchase and relinquish carbon units for each equivalent tonne of carbon dioxide released into the atmosphere. Additionally, retailers of natural gas are liable for the relinquishment of carbon units for the potential greenhouse gas emissions of the gas they supply.

Although neither Elementos nor the Merged Group are likely to be directly impacted by the CEA at this stage of their development, it is possible that they may be indirectly affected by increased operating costs for development work undertaken at later stages in their development, as a result of CEA compliance and permit costs being passed through by suppliers. There may also be an unquantifiable impact on the price of relevant commodities such as nickel, copper, silver, gold and tin.

(v) Insurance Arrangements

Elementos intends to ensure that insurance is maintained within ranges of coverage that Elementos believes to be consistent with industry practice and having regard to the nature of activities being conducted. No assurance however, can be given that Elementos will be able to obtain such insurance coverage at reasonable rates or that any coverage it arranges will be adequate and available to cover any such claims

(w) Sustainability of Growth and Margins

The sustainability of growth and the level of profit margins from operations are dependent on a number of factors outside of the control of Elementos. Industry margins in all sectors of the activities of Elementos are likely to be subject to continuing but varying pressures, including competition from other current or potential suppliers.

(x) Application Risk

From time to time, Elementos may make a number of applications for exploration permits or licences. Whilst Elementos is not aware of any reason why any such applications will not be granted (enabling Elementos to undertake activities on those tenements), the grant involves the exercise of administrative functions (including discretion), which are beyond the control of Elementos. Any failure of these applications to be granted may have a material adverse effect on the ability of Elementos to explore for minerals on the areas comprised in those applications.

12.4 General Risks

In addition to the risks above, there are a number of general risks associated with holding Elementos Shares including, but not limited to, the following risks which may impact on the world economy, the operations or financial performance of the Merged Group, the market for its products or the price of Elementos Shares:

- (a) changes to government, legislation, government or regulatory regulations and policy;
- (b) the condition of the Australian and overseas economies (including the aggregate investment being undertaken and economic output occurring in those economies, inflation and interest rates and the prices of products which are inputs used in the operations of the Merged Group);
- (c) investor sentiment, local and international stock market conditions, adverse industry publicity and recommendations by brokers and analysts; and
- (d) global geo-political events, hostilities and acts of terrorism.

12.5 Risk Factors that arise from the Offer

- (a) Less than 100% ownership in Rockwell

The Offer contains a minimum acceptance condition of 90%. It is within the discretion of Elementos' to waive this condition. There is still a risk that the final level of ownership acquired by Elementos in Rockwell may be less

than 100%, which could have an impact on the intentions Elementos' has regarding Rockwell (refer to Section 10). This impact could have a material adverse effect on the Merged Group.

(b) Issue of Elementos Shares as consideration

Under the Elementos Offer, Elementos will offer a significant number of its shares to Rockwell Shareholders. If current Rockwell Shareholders or current Elementos Shareholders do not wish to hold shares in the Merged Group and seek to sell their shares, this may have a material adverse effect on the Merged Group and the price of Elementos Shares.

(c) Fluctuation in the market value of Elementos Shares

Rockwell Shareholders are being offered consideration under the Offer that consists of a specified number of Elementos Shares (rather than a number of Elementos Shares with a specified market value). The market value of Elementos Shares at the time at which they are received by Rockwell Shareholders may vary from their market value on the date that Rockwell Shareholders accept the Offer.

Accordingly, market fluctuations could affect the value of the consideration paid (in the form of Elementos Shares) under the Offer and the value of an Accepting Rockwell Shareholder's investment in Elementos. Elementos is not obliged to make any adjustment in the consideration payable under the Offer if the value of Elementos Shares changes during the Offer Period.

(d) Liquidity of Elementos Shares

The trading in Elementos Shares may not be as liquid as trading in shares of mineral exploration companies with larger market capitalisation. As a result, there is a risk that if Elementos Shareholders realise Elementos Shares on the market it may have a material impact on the sale price. Elementos cannot forecast or guarantee the value of Elementos Shares.

(e) Merger Integration Risks

Integrating two companies such as Elementos and Rockwell may produce some risks, including integrating management, information systems and work practices. Greater than expected integration costs could have a material adverse effect on Elementos.

(f) Synergy Risks

Whilst the Directors of Elementos expect to realise certain synergy benefits from the Merger, achievement of these synergies is not certain. The synergies may not be realised to their full extent or may be realised over a longer period of time than the Directors of Elementos expect. This could have a material adverse impact on the financial performance of Elementos.

(g) Taxation Risks

The tax consequences and risks of the Offer depend upon the specific circumstances of each Rockwell Shareholder. Rockwell Shareholders should obtain their own professional taxation advice regarding the applicable law in respect of the Offer. A summary of the taxation implications are set out in Section 13.

(h) Impairment of Goodwill and other Intangible Assets

The financial statements of Elementos will be prepared in conformity with Australian International Financial Reporting Standards (AIFRS) and consistent with the current accounting policies of Elementos. Under AIFRS, intangible assets are reviewed semi-annually for impairment. Changes to

the carrying amounts of intangible assets of Elementos or Rockwell could have a material adverse impact on the financial performance of Elementos.

- (i) Rockwell Shareholders will have limited withdrawal rights with respect to the Offer, which means that a decision to accept the Offer will be irrevocable

Once you have Accepted the Offer for Your Rockwell Shares, you have the right to withdraw your Acceptance of the Offer only in limited circumstances. Under Australian law, if after you have Accepted the Offer and while it remains subject to conditions, the Offer is varied (such as by an extension of the Offer Period) so as to postpone for more than one month the time when Elementos must meet its obligations under the Offer, you will be able to withdraw your Acceptance. Otherwise, you will be unable to withdraw your Acceptance of the Offer even if the market value of Elementos Shares varies significantly from their value on the date of your acceptance of the Offer.

- (j) Elementos has not verified the reliability of the Rockwell information included in, or which may have been omitted from, this Bidder's Statement

In respect of information relating to Rockwell presented in, or omitted from, this Bidder's Statement, including all Rockwell financial information, Elementos has relied upon publicly available information and information provided to it by Rockwell. Elementos has not independently verified this information. Any inaccuracy in the Rockwell information could adversely affect the anticipated results of operations of the Merged Group.

- (k) Change of control provisions in licences, permits, MLs, EPMs, or other relevant authorities or agreements held by Elementos and required to operate the projects of the Elementos Group, triggered upon the change of effective control of Elementos may lead to loss of the relevant authority.

Elementos has reviewed change of control provisions affecting it and does not believe that there is a material risk that the effectual change of control resulting from the Offer will result in the loss of any such licences or permits, MLs, EPMs, or other relevant authorities or the termination of any agreements.

12.6 Caution on Maps and Diagrams

Elementos has commissioned and produced diagrams and maps in this Bidder's Statement to help identify and describe the tenements it holds and Rockwell's tenements (including potential sites for drilling) on those tenements.

Whilst Elementos has produced these diagrams and maps from available data to aid Rockwell Shareholders in their consideration of the merits of Elementos' Offer, Rockwell Shareholders should note that not all of the diagrams have been independently reviewed and therefore Elementos cannot guarantee the accuracy of the location of tenement boundaries or targets on maps, nor should maps identifying drilling be relied upon as a statement of Elementos' work program. Maps and diagrams should only be considered an indication of the current intention of Elementos in relation to targets and potential areas for exploration and drilling, which may change.

12.7 General

Any combination of the above factors may materially affect mineral project assets, operations or the financial performance of Elementos and the value of its securities. To that extent the Elementos Shares the subject of the Offer are subject to significant risk and uncertainty with respect to return or preservation of

capital, the price (if any) at which the Elementos Shares may trade and the payment of dividends at any future time.

13. Tax Considerations

13.1 Introduction and Disclaimer

The following is a general description of the Australian taxation consequences for Rockwell Shareholders on their Acceptance of the Offer based on Australian law in effect as at the date of the Offer. The comments set out below are relevant only to those Rockwell Shareholders who hold their Rockwell Shares on capital account for the purpose of investment and not in connection with the conduct of a business (and only to that extent). However, if you hold Rockwell Shares on revenue account, you should note that scrip-for-scrip rollover relief discussed below will not be available to you.

Certain Rockwell Shareholders (such as those engaged in a business of trading or investment, those who acquired their Rockwell Shares for the purpose of resale at a profit or those which are banks, insurance companies, tax exempt organisations, superannuation funds, or any persons who acquired their Rockwell Shares in respect of their employment with Rockwell) will or may be subject to special or different tax consequences peculiar to their circumstances, and they should accordingly seek specialist advice tailored to those circumstances.

This Section does not deal with the position of any Rockwell Shareholders who are non-resident for tax purposes. Rockwell Shareholders who are not resident in Australia for tax purposes should also take into account the tax consequences under the laws of their country of residence, as well as under Australian law, upon Acceptance of the Offer. The following summary is intended only for Australian resident Rockwell Shareholders.

Rockwell Shareholders should seek their own independent professional taxation and financial advice about their own particular circumstances before Accepting the Offer.

13.2 Capital Gains Tax (CGT) Consequences of Disposing of Rockwell Shares

For Rockwell Shares held on capital account, the disposal of Rockwell Shares by a Rockwell Shareholder will give rise to a CGT Event A1. A capital gain will arise if the cost base (the initial purchase price along with any transfer fees, professional fees, or similar costs relating to the acquisition or disposal of the shares) of Rockwell Shares is less than the “capital proceeds” received from the disposal of those shares. If the reduced cost base of the Rockwell Shares exceeds “capital proceeds”, a capital loss will arise. The capital proceeds under the Offer will be the market value of Elementos Shares given in exchange for Rockwell Shares at the date you accept the Offer or the date the Offer subsequently becomes unconditional. As Elementos Shares are quoted on the ASX, their market value on a particular date should be easily ascertainable.

Any capital gain arising to an individual may be eligible for a 50% discount if the Rockwell Shares were held for at least 12 months. For the purposes of the 50% discount available to individual shareholders, Rockwell Shareholders are deemed to have acquired their Elementos shares at the date they originally acquired their Rockwell Shares.

If the Rockwell Shares were purchased prior to 20 September 1985, they may be considered pre-CGT assets and any capital gain or loss may be ignored.

13.3 Rollover relief May Be Available if Elementos Acquires More than 80% of the Voting Shares of Rockwell

If, as a result of the Offer, Elementos acquires 80% or more of Rockwell's voting Shares, Rockwell Shareholders who would otherwise make an Australian capital gain from their disposal of Rockwell Shares upon Acceptance, may elect a rollover under which that capital gain will be disregarded and effectively deferred until they dispose of any Elementos Shares which they acquire under the Offer. Elementos will advise Rockwell Shareholders if and when it acquires 80% of Rockwell Shares. The effect of choosing rollover relief is that a Rockwell Shareholder who acquired its Rockwell Shares after 19 September 1985 can:

- (a) defer the capital gain made on the disposal of its Rockwell Shares until the Rockwell Shareholder disposes of any Elementos Shares which it acquires under the Offer; and
- (b) retain its cost base in Rockwell Shares as the cost base in its replacement Elementos Shares. A Rockwell Shareholder's total cost base in the replacement Elementos Shares is equal to the total cost base it has in its Rockwell Shares.

If a Rockwell Shareholder realises a capital loss from Accepting the Offer, rollover relief will not be available to that Rockwell Shareholder. Capital losses can only be offset against capital gains realised by the Rockwell Shareholder in the same year of income or in subsequent years of income, subject to the satisfaction of any necessary tax loss recoupment tests.

13.4 Implications of acquiring Elementos Shares

As a consequence of Accepting the Offer, a Rockwell Shareholder who receives Elementos Shares will cease to be a Rockwell Shareholder and will become an Elementos Shareholder.

Elementos Shares will be acquired as part of the Offer. The cost base of the Elementos Shares will be the market value of the new Elementos Shares at the date of Acceptance of the Offer. The cost base is modified in circumstances where scrip-for-scrip roll-over relief is available and chosen (i.e. where Elementos increases its holding of Rockwell Shares to at least 80% ownership) in which case Rockwell Shareholders' cost base for Elementos Shares will be equal to the cost base of the Rockwell Shares disposed of.

13.5 Subsequent Disposal of Elementos Shares

A Elementos Shareholder will be required to adjust its taxable income for any gain or loss arising on a subsequent disposal of Elementos Shares.

13.6 CGT on Subsequent Disposal of Elementos Shares

The disposal of Elementos Shares by an Elementos Shareholder will give rise to a CGT event. A capital gain will arise if the capital proceeds exceed the cost base of the Elementos Shares and a capital loss will arise if the reduced cost base exceeds the capital proceeds. Capital proceeds will generally be the money received in respect of the disposal plus market value of any property received. Any capital gains arising to an individual may be eligible for a 50% discount if the Elementos Shares were held for at least 12 months.

13.7 Stamp duty

Rockwell Shareholders who accept the Offer will not be required to pay any stamp duty on the disposal of their Rockwell Shares under the Offer, or the acquisition of Elementos Shares under the Offer.

13.8 GST

On the basis of current GST law, each of the following transactions will not be subject to GST:

- (a) the disposal of Rockwell Shares pursuant to the Offer; and
- (b) the acquisition of Elementos Shares under the Offer.

14. Other Material Information

14.1 Elementos Shareholder Approval

Elementos proposes to convene an extraordinary general meeting on or around 23 September 2013 of its shareholders to consider approval (by simple majority vote, subject to certain voting exclusions the following ordinary Resolutions):

- (a) of a change of scale of the Elementos' activities brought about by the Offer, in accordance with Listing Rule 11.1.2;
- (b) of the issue of Elementos Shares in consideration of Rockwell Shares acquired by Elementos.

Should Elementos Shareholder fail to approve ordinary resolutions pursuant to (a) and (b), Elementos will not proceed with the Offer.

14.2 Pre-bid Agreements

Elementos has entered into Pre-Bid Acceptance Agreements with the following Rockwell Shareholders - Calvin Treacy, Seafour Investments Pty Ltd, Christopher Dunks, The Well Beneath Pty Limited, Michael Adams and Mutis Liber Pty Limited - in respect of 19.99% of Rockwell's issued capital.

14.3 Listing Rule 11.1.3

ASX has confirmed that Listing Rule 11.1.3 does not apply to the Merger and that Elementos and the Merged Group is therefore not required to re-comply with Chapters 1 and 2 of the Listing Rules.

14.4 Merger Implementation Deed

Elementos and Rockwell have entered into a Merger Implementation Deed in connection with the Offer. A brief summary of some of the key provisions of the MID is set out below:

- (a) Pursuant to the MID, Elementos will make an off-market takeover offer to acquire all of the shares of Rockwell, the completion of which is subject to the Offer Conditions (see Schedule 1).
- (b) Rockwell must promote the Offer, such as recommending the acceptance of the Offer, using reasonable endeavours to procure that the Rockwell Shareholders accept the Offer made to them by Elementos, and assisting Elementos to obtain Pre-Bid Acceptance Agreements up to a maximum of 19.99% of Rockwell's shares.
- (c) Rockwell has agreed not to:
 - (i) take any action which may lead to a Competing Proposal (as defined in the MID); or
 - (ii) participate in negotiations or discussions, or give or make available information (including access to perform due diligence) in respect of a Competing Proposal (no talk condition).
- (d) The no talk condition is subject to a fiduciary carve-out in respect of Superior Proposals which is customary for a takeover offer of this nature.
- (e) Rockwell has agreed to promptly notify Elementos if it becomes aware of any negotiations or discussions or attempts to initiate negotiations or discussions in respect of a Competing Proposal.
- (f) If Rockwell receives a Competing Proposal that the Rockwell board considers may be a Superior Proposal (as defined in the MID), Rockwell

must immediately notify Elementos of the terms of the Superior Proposal and must allow Elementos not less than 10 Business Days to propose terms to vary the Offer to match or better the superior proposal.

- (g) Each of Rockwell and Elementos give certain warranties to the other under the MID, including in the case of Elementos, compliance with its continuous disclosure obligations to the best of its knowledge and in the case of Rockwell, relating to its assets, financial statements and tax.
- (h) The MID may be terminated:
 - (iii) by either party if the other party is in material breach of the MID and such breach continues after five Business Days' notice to remedy the breach;
 - (iv) by either party if Elementos withdraws the Offer for non-satisfaction of any Offer Conditions;
 - (v) by Elementos if:
 - A. a Superior Proposal is made or publicly announced for Rockwell by a third party; or
 - B. any member of the Rockwell board does not recommend the Takeover Bid or having recommended the Takeover Bid changes his or her recommendation in relation to the Takeover Bid; or
 - C. the break fee becomes payable by Rockwell.
 - (vi) by Rockwell if:
 - A. Elementos withdraws the offer for any reason; or
 - B. the break fee becomes payable by Elementos.
- (i) Aside from these termination rights, if an Offer Condition is not met, Elementos will be entitled to withdraw the Offer without liability.
- (j) Rockwell has agreed to pay Elementos a break fee of \$200,000 if Elementos terminates the MID because:
 - (i) Rockwell is in material breach of the MID and that material breach is not remedied within ten Business Days of receiving notice of the breach;
 - (ii) any Director of Rockwell (subject to certain qualifications) does not recommend the Offer to Rockwell Shareholders, withdraws his recommendation, does not accept the Offer in respect of the Rockwell Shares he holds or controls, or recommends a Superior Proposal; or
 - (iii) a prescribed occurrence occurs in relation to Rockwell on or before the date the Offer closes.
- (k) Elementos has agreed to pay Rockwell a break fee of \$200,000, if Rockwell terminates the MID because Elementos is in material breach of the MID and that material breach is not remedied within ten Business Days of receiving notice of the breach from Rockwell or if Elementos does not make the Offer as required by the MID.
- (l) Rockwell has agreed, until the end of the offer period, to conduct its business in the ordinary course and will not, without Elementos' consent, acquire or dispose of assets, change its capital structure, incur debt in excess of \$50,000 or otherwise make any material changes to its business or corporate structure.

14.5 Agreement for Sale of the Cleveland Project

This is an agreement between Rockwell Tasmania and Lynch Mining Pty Ltd ACN 010 728 908 (**Lynch**) titled "The Agreement for Sale of Cleveland Project" (**Cleveland Project Agreement**). The Cleveland Project Agreement was originally dated 23 May 2011 and subsequently amended on 2 May 2012, 31 December 2012 and 25 March 2013.

Pursuant to the terms of the Cleveland Project Agreement:

- (a) Lynch is the owner of the Assets;
- (b) Lynch has agreed to sell and assign the Assets to Rockwell Tasmania; and
- (c) Rockwell Tasmania has agreed to purchase them.
- (d) The Cleveland Project Agreement defines Assets as:
 - (i) Exploration Licence EL7/2005;
 - (ii) the mining information, being all technical information, data and records available with respect to all or any part of that area including all files, surveys, maps, mosaics, aerial photographs, sketches, drawings, memoranda, drill cores, logs or drill cores, sampling and assay reports, notes and other geophysical, geochemical or geotechnical information and data in relation to the tenement;
 - (iii) all approvals, leases, licences, permits or consents of and from any governmental agency held by Lynch which are necessary to enable mining exploration and appraisal activities on the tenement to be carried out and which are capable of assignment; and
 - (iv) any fixtures, fittings or samples owned by Lynch and situated on the tenement.

The Cleveland Project Agreement is to be completed in three stages. Stages one and two are complete. The parties have agreed that all obligations with respect to stages one and two have been performed by both parties. Accordingly, Rockwell is now entitled to 50% of the ownership of the Cleveland Project.

Final completion of the acquisition of the Cleveland Project will occur when Rockwell Tasmania provides a written exercise of its option which must be no later than 31 December 2013. At this time, Rockwell Tasmania will pay \$700,000 to Lynch.

Following this completion, the Assets will be assigned to Rockwell Tasmania.

14.6 ASIC Relief

- (a) Class Orders

ASIC has published various "Class Order" instruments providing for modifications and exemptions that apply generally to all persons, including Elementos, in relation to the operation of Chapter 6 of the Corporations Act. Elementos may rely on this class order relief.

Elementos has relied on the modification to Section 636(3) of the Corporations Act set out in paragraph 11 of ASIC Class Order 01/1543 "Takeover Bids" to include references to certain statements by Elementos, Rockwell and other persons in this Bidder's Statement without obtaining the consent of that person.

As required by Class Order 01/1543, Elementos will make available a copy of the documents containing these statements (or relevant extracts from these documents) free of charge to Rockwell Shareholders who request them before the end of the Offer Period. To obtain a copy of these

documents (or the relevant extracts), Rockwell Shareholders may contact Elementos' Company Secretary, Linda Scott, on 07 3221 7770.

(b) Approval of Nominee

Pursuant to Section 619(3) of the Corporations Act Elementos will if required, appoint a nominee, subject to ASIC's prior consent, to act as the nominee appointed by Elementos in relation to the Offer (**Nominee**) on the conditions that the Nominee remains the holder of an appropriate financial services licence during the period of time necessary to complete the relevant procedure under Section 619(3) of the Corporations Act and the Nominee only acts in its capacity as nominee under Section 619(3) of the Corporations Act on behalf of Foreign Shareholders. If required, Elementos proposes to appoint the Nominee to act as nominee for the sales of Foreign Shareholder shares.

14.7 Elementos is a Disclosing Entity

Due to the fact that Elementos is offering Elementos Shares as consideration for the acquisition of Rockwell Shares, the Corporations Act requires that this Bidder's Statement must include all information that would be required for a prospectus for an offer of Elementos Shares under Sections 710 to 713 of the Corporations Act. Elementos does not need to issue a prospectus for the Offer of the Elementos Shares as the Offer is occurring under a takeover bid.

Elementos is a disclosing entity (as defined in Section 111AC of the Corporations Act) for the purposes of Section 713 of the Corporations Act and, as such, is subject to regular reporting and disclosure obligations. Specifically, like all listed companies, Elementos is required to continuously disclose to the market any information it has which a reasonable person would expect to have a material effect on the price or the value of Elementos Shares.

Elementos Shares have been quoted on the ASX during the 12 months prior to the date of this Bidder's Statement. For this reason, Elementos is only required to disclose information in this Bidder's Statement that would usually be required where its shares have been continuously quoted securities.

In general terms, since Elementos Shares are continuously quoted securities, this Bidder's Statement is only required to contain information in relation to the effect of the Offer on Elementos and the rights and liabilities attaching to the Elementos Shares. It is not necessary to include general information in relation to all of the assets and liabilities, financial position and performance, profits and losses or prospects of Elementos, unless such information has been excluded from a continuous disclosure notice in accordance with the ASX Listing Rules and it is information:

- (a) that investors and their professional advisors would reasonably require for the purposes of making an informed assessment of such matters; and
- (b) relating to the rights and liabilities attaching to the Elementos Shares.

Information that is already in the public domain has not been reported in this Bidder's Statement, other than that information which is considered necessary to make this Bidder's Statement complete.

Elementos, as a disclosing entity under the Corporations Act, states that:

- (a) it is subject to regular reporting and disclosure obligations;
- (b) copies of documents lodged with ASIC in relation to Elementos (not being documents referred to in Section 1274(2) (a) of the Corporations Act) may be obtained from, or inspected at, an ASIC office; and
- (c) it will provide a copy of each of the following documents, free of charge, to

any person on request during the Offer Period:

- (i) the financial statements of Elementos for the 12 months ended 30 June 2012 (being the annual financial report most recently lodged by Elementos with ASIC);
- (ii) the half-year financial report for the half-year ended 31 December 2012; and
- (iii) all continuous disclosure notices given by Elementos after the lodgement of that annual financial report with ASIC and before the lodgement of this Bidder's Statement with ASIC.

Requests for free copies of these documents may be made by calling the Elementos Company Secretary, Linda Scott, on +617 3221 7770.

Copies of all documents lodged with ASIC in relation to Elementos can be inspected at the registered office of Elementos during normal office hours. Elementos also has a website www.elementos.com.au which includes a wide range of information on Elementos (including copies of the above documents) and its activities. A list of announcements made by Elementos on ASX between 29 August 2012 and the Offer Date appears in Annexure A.

14.8 Corporate Governance

Elementos has adopted a corporate governance charter dated 30 June 2011 (**Corporate Governance Charter**) in order to implement and maintain a culture of good corporate governance both internally and in its external dealings. The Corporate Governance Charter can be found on Elementos' website at: www.elementos.com.au. The statement outlines the key corporate governance practices that are in place for Elementos and its subsidiaries (**the Group**) and to which both the Board of Elementos collectively and the Directors individually are committed.

In formulating and adopting its corporate governance principles, the Directors of Elementos have adopted and complied, where practicable, with ASX Corporate Governance Council best practice recommendations. These recommendations comply with the Revised Corporate Governance Principles and Recommendations (Second edition) published by the ASX (ASX Guidelines) except where otherwise stated. Elementos' Board is of the view that with the exception of the departures from the ASX Guidelines as set out below; it otherwise complies with all of the ASX Guidelines.

ASX Principles and Recommendations	Summary of the Company's position
Principle 1 – Lay Solid Foundations for Management and Oversight	
Recommendation 1.1 Companies should establish the functions reserved for the board and those delegated to the senior executives and disclose those functions.	The Company has developed a Statement of matters reserved for the board which sets out the role and responsibilities of the board, a summary of which is as follows: • provide leadership to the Company; • oversee the development and implementation of an appropriate strategy; • oversee planning activities including the development and approval of strategic plans, annual corporate budgets and long-term budgets including operating budgets, capital expenditure budgets and cash flow forecasts;

	• review the progress and performance of the Company in meeting these plans and corporate objectives, including reporting the outcome of such reviews on at least an annual basis; • ensure corporate accountability to the shareholders, primarily through effective shareholder communications; • oversee the control and accountability systems to ensure the Company is progressing towards the goals set by the board and in line with the Company's purpose, the agreed corporate strategy, legislative requirements and community expectations; • ensure that robust and effective risk management, compliance and control systems (including legal compliance) are in place and operating effectively; • appoint the managing director and review the delegation to, and performance of, the Company's senior executives; and • make all decisions outside the scope of powers delegated to senior management. In general, the board is responsible for, and has the authority to determine, all matters relating to the policies, practices, management and operations of the Company. It is required to do all things that may be necessary to be done in order to carry out the objectives of the Company, which includes supervising the Company's framework of control and accountability systems to enable risk to be assessed and managed. The board must convene regular meetings with such frequency sufficient to discharge its responsibilities appropriately. The board has delegated powers to the managing director necessary to carry out the business of the Company effectively and efficiently. Newly appointed directors are to be provided with formal appointment letters setting out the key terms and conditions regarding their appointment. Similarly, senior executives (including the managing director) are provided with formal appointment letters making clear their responsibilities, remuneration, appointment term, and entitlements on termination.
Recommendation 1.2 Companies should disclose the process for evaluating the performance of senior	The remuneration structure for executive officers is based on a number of factors, including length of service, particular experience of the individual concerned, and overall performance of Elementos.

executives	Senior executives' performance is reviewed against a range of quantitative and qualitative measures and past performance of Elementos as well as of the individual, and market practice with respect to comparable positions are taken into account. The non-executive directors are responsible for regularly evaluating the managing director's performance. This evaluation is based on the Company's business performance and whether strategic objectives are being achieved. The managing director reviews other executives' and staff performance. Performance pay components of executives' packages are dependent on the outcome of the evaluations. The results of the managing director's annual performance reviews of senior executives and staff are reported to the board for information.
Recommendation 1.3 Reporting on Principle 1	Details of the functions reserved for the board and delegated to the managing director are outlined in the Company's Board Governance Protocols, and available on the Company's website at www.elementos.com.au .
Principle 2 – Structure board to add value	
Recommendation 2.1 A majority of the board should be independent directors	The Company has one directors who is independent. As at the date of this Bidder's Statement, the board comprises one Executive Director, Mr Corey Nolan, who is the Managing Director and is not independent because he is employed in an executive capacity. There are two Non-executive Directors: Mr A. Anthony McLellan (Chairman) and Mr James Calaway. The Chairman meets the criteria for independence proposed by the ASX Principles and Recommendations. While determining the independent status of directors, the board has considered whether the director: • holds less than five percent of the voting shares of the Company (in conjunction with their associates); or is an officer of the Company, or otherwise associated directly with a shareholder of more than five percent of the voting shares of the Company; • has within the last three years, been employed in an executive capacity by the Company or another group member; • has within the last three years been a principal of a material professional adviser or a material consultant to the Company or another group member, or an employee materially associated with the service provided. In this context, the relationship with the professional adviser or

	consultant shall be deemed to be material if payments from the Company exceed 10% of the Company's annual expenditure to all professionals and consultants or exceed 10% of the recipient's annual revenue for advisory or consultancy services; • is a material supplier or customer of the Company or another group member, or an officer of or otherwise associated directly or indirectly with a material supplier or customer. In this context, the relationship with the supplier or customer shall be deemed to be material if annual payments to or from that supplier or customer exceed 10% of the annual consolidated gross revenue of either the Company or that supplier or customer; and, • has a material contractual relationship with the Company or other group member other than as a director of the Company.
Recommendation 2.2 The chairperson should be an independent director	The Company complies with this recommendation as the Chairman, Mr McLellan is independent.
Recommendation 2.3 The roles of the Chairperson and Chief Executive Officer should not be exercised by the same person	The Managing Director, Mr Corey Nolan, is for all practical purposes the Chief Executive Officer of Elementos and as mentioned above, Mr A. Anthony McLellan is the Chairman of the Board. This makes Elementos compliant with this recommendation.
Recommendation 2.4 The board should establish a nomination committee	Elementos has not established a nomination committee as the role of the nomination committee has been undertaken by the board. The size and nature of the Company's activities do not justify the establishment of a separate committee at this time. The board regularly reviews the composition, skill base and effectiveness of the board and its members. Candidates for the board will be considered and selected by reference to a number of factors which include, but are not limited to, their relevant experience and achievements, independence and ability to meet the board's expectation as set out in the Board Governance Protocols. Directors will be initially appointed by the full board, subject to election by shareholders at the next general meeting. Directors are required to retire and be subject to re-election by shareholders at least once every three years.
Recommendation 2.5 Companies should disclose the process for evaluating the performance of the board, its committees	The board considers the evaluation of its directors and senior executive performance as fundamental to establishing a culture of performance and accountability. The chairman undertakes a review of the board and individual director's performance at

and individual directors	least once a year at a meeting of the board. The board evaluated its performance and the directors' individual performance in relation to goals set at the time of the board's annual strategic planning session. The chairman provides each non-executive director with confidential feedback on his or her performance. The board does not endorse the re-appointment of a director who is not performing the role satisfactorily. Induction and Education New directors will undergo an induction process in which they will be given a full briefing on the Company. Where possible, this will include meetings with key executives, a tour of the premises, an induction package and presentations. Information conveyed to new directors will include: • details of the roles and responsibilities of directors; • formal policies on director appointment; • outline of all relevant legal requirements including: - o Corporations Act; - o Tax Office requirements; and - o other major statutory bodies; • a copy of the Board Governance Protocols; • guidelines on board processes; • details of past, recent and likely future developments relating to the board, including anticipated regulatory changes; • background information on and contact information for key people in the organisation including an outline of their roles and capabilities; • an analysis of the Company including: - o core competencies of the Company; - o an industry background briefing; - o a recent competitor analysis; - o details of past financial performance; - o current financial structure; and - o any other important operating information; • a synopsis of the current strategic direction of the Company including a copy of the current strategic plan and annual budget; • a copy of the Constitution of the Company; and
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	• Director's Deed of Indemnity and Right of Access to Documents, if applicable. In order to achieve continuing improvement in board performance, all directors are encouraged to undergo continual professional development. Access to information and Independent Professional Advice Each director has the right of access to all Company information and to the Company's executives. Further, the board collectively and each director, subject to the approval of the chairman, has the right to seek independent professional advice from a suitably qualified advisor, at the Company's expense, to assist them to carry out their responsibilities. A copy of this advice is to be made available to all other members of the board.
Recommendation 2.6 Reporting on Principle 2	The board assesses the necessary competencies of the board, reviews board succession plans, and develops policies and processes for evaluation of the board and the nomination, appointment and re-election of directors. These responsibilities, as set out in the Board Governance Protocols, are carried out by the board rather than a separate nomination committee. The Company's Constitution provides that directors are subject to retirement by rotation, by order of length of appointment. Retiring directors are eligible for re-election by shareholders at the annual general meeting of the Company.
PRINCIPLE 3 - PROMOTE ETHICAL AND RESPONSIBLE DECISION-MAKING	
Recommendation 3.1 Companies should establish a code of conduct and disclose the code or a summary of the code	The Company acknowledges that the community expects businesses to be aware of their wider social obligations and to promote practices to maintain confidence in the Company's integrity. The Elementos board requires high standards of conduct and responsibility from directors, senior executives and employees at all times. As part of its commitment to recognising the expectations of their stakeholders, the Company has established a Code of Ethics and Conduct for Directors and employees within its Board Governance Protocols to guide compliance with legal and other obligations to stakeholders, which include employees, clients, customers, government authorities, creditors and the community. Directors are required to adhere to industry standards in conduct and dealings and promote a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures as well as dealing with stakeholders. The board also requires the Company's employees and consultants, to have similar high standards who

	are expected to adhere to industry standards in their conduct and dealings, including trading in securities. The Elementos board has built the promotion of a culture of honesty, fairness and ethical behaviour into its internal compliance policy and procedures. A copy of the Code of Ethics and Conduct is given to contractors and relevant personnel, including directors and each individual is accountable for such compliance. Any breach of applicable laws, accepted ethical commercial practices or other aspects of the Code of Ethics and Conduct will result in disciplinary action. Depending on the severity of the breach, such disciplinary action may include reprimand, formal warning, demotion or termination of employment/engagement (as the case may be). Similar disciplinary action may be taken against any manager who directly approves of such action or has knowledge of the action and does not take appropriate remedial action. Breach of applicable laws or regulations may also result in prosecution by the appropriate authorities. The Company will not pay, directly or indirectly, any penalties imposed on personnel as a result of a breach of law or regulation. Personnel are expected to report any instances of suspected non-compliance and investigate reports of unethical practices. These instances will be investigated fairly. Individuals who report suspected non-compliance in good faith will be appropriately protected.
Recommendation 3.2 Companies should establish a securities trading policy and disclose the policy or a summary of the policy	The Company has adopted a formal Securities Trading Policy. A copy of the Policy is incorporated in the Board Governance Protocols manual available on the website of the Company. Directors, officers and employees are prohibited from directly or indirectly (a) buying, selling or otherwise trading in the Company's shares, if they possess material, price sensitive information which is not generally available; or, (b) where buying or selling those shares in some way infringes the law against insider trading.
Recommendation 3.3 Reporting on Principle 3	The Code of Ethics and Conduct is available on the Company's website. The Securities Trading Policies, incorporated in the Board Governance Protocols manual, is also available on the Company's website under Corporate Governance.
PRINCIPLE 4 - SAFEGUARD INTEGRITY IN FINANCIAL REPORTING	
Recommendation 4.1 The board should establish an audit	Elementos has established an Audit & Risk Management Committee comprised of independent Non-executive Directors, with Mark McCauley as

committee	independent Chairman of the Committee.
Recommendation 4.2 The structure of the audit committee	The Audit & Risk Management Committee consists of at least two and no more than three independent directors.
Recommendation 4.3 The audit committee has a formal charter	The Audit Committee's Charter is available on the Company's website under Corporate Governance.
Recommendation 4.4 Reporting on Principle 4	The Audit & Risk Management Committee is required to report its findings and recommendations to the board after each Committee meeting, and to circulate minutes of its meetings to all board members. The members of the Audit & Risk Management Committee and their attendance at Committee meetings is set out in the Directors' Report section of this Annual Report.
PRINCIPLE 5 - MAKE TIMELY AND BALANCED DISCLOSURE	
Recommendation 5.1 Companies should establish written policies designed to ensure compliance with ASX Listing Rule disclosure requirements and to ensure accountability at a senior executive level for that compliance and disclose those policies or a summary of those policies	Pursuant to Principle 5 listed companies should make timely and balanced disclosure to the ASX of all material information concerning the Company. The Elementos board has adopted a policy and rules to ensure the Company complies with its obligations under the ASX Listing Rules on continuous disclosure and ensures accountability at a senior executive level for that compliance. The board has designated the managing director as the person responsible for overseeing and co-ordinating disclosure of information to the ASX as well as communicating with the ASX. In accordance with the ASX Listing Rules, the Company immediately notifies the ASX of information: • concerning the Company that a reasonable person would expect to have a material effect on the price or value of the Company's shares; and • that would, or would be likely to, influence persons who commonly invest in securities in deciding whether to acquire or dispose the Company's shares. Such matters are advised to the ASX immediately they are identified as being material. Upon confirmation of receipt from the ASX, the Company posts all information disclosed in accordance with this policy on its website under the Investors section and then Announcements. Elementos has established Continuous Disclosure Policies.
Recommendation 5.2 Reporting on Principle 5	A summary of the Company's policy for media contact and external communications is outlined in

	the Board Governance Protocols manual. In addition, the Company's Continuous Disclosure Policies are incorporated in the Board Governance Protocols, which is available on the Company's website under Corporate Governance.
PRINCIPLE 6 - RESPECT THE RIGHTS OF SHAREHOLDERS	
Recommendation 6.1 Communications policy	The Elementos board respects the rights of its shareholders, and to facilitate the effective exercise of those rights it has adopted a policy on communication with shareholders, and implemented a set of processes to ensure timely and effective communication with shareholders and the wider investment community. The Company is committed to: • communicating effectively with shareholders through releases to the market via ASX, the Company's website, information mailed to shareholders, and the general meetings of the Company; • giving shareholders ready access to balanced and understandable information about the Company and its corporate proposals; • making it easy for shareholders to participate in general meetings of the Company and ask questions regarding the conduct of audit and about the functioning of the Company generally; and • making it possible for shareholders to receive communication by electronic means
Recommendation 6.2 Reporting on Principle 6	A summary of the Company's policy for media contact and external communications is outlined in the Board Governance Protocols manual, available on the Company's website under Corporate Governance.
PRINCIPLE 7 - RECOGNISE AND MANAGE RISK	
Recommendation 7.1 Risk Management and Internal Control System	The primary objectives of the risk management and internal control system at the Company are to ensure: • all major sources of potential, opportunity for and harm to the Company (both existing and potential) are identified, analysed and treated appropriately; • business decisions throughout the Company appropriately balance the risk and reward trade off; • regulatory compliance and integrity in reporting is achieved; and • the board, senior executives and investors understand the risk profile of the Company.

	The system covers: • operations risk; • financial reporting; and • compliance. Any matters of significance to the Company or materially relevant to its assets, liabilities or profits are signed off by the board after discussion and evaluation of submissions made by the managing director or other party. Some of the Company's key assets are located outside Australia. Control over the operations is exercised by the managing director. Specific control measures have been implemented to manage the distribution of funds in Argentina in relation to activities undertaken there. Identifying Significant Business Risks The board regularly monitors the operational and financial performance of the Company's activities. The Audit & Risk Management Committee, monitors and receives advice on areas of operation and financial risk and considers strategies for appropriate risk management. All operational and financial strategies adopted are aimed at improving the value of the Company. However, the directors recognise that mineral exploration and evaluation is inherently risky.
Recommendation 7.2 Report on risk management and internal control system	The board has required the managing director to design and implement the risk management and internal control systems to manage the Company's material business risks. As required by the board, the managing director has reported to the board that the Company's material business risks have been managed effectively. The managing director reviews risk in response to changing business conditions and regulations. Regular reviews of risk and a regular update of the risk profile is undertaken by the board. This normally occurs in conjunction with the strategic planning process. The Audit and Risk Management Committee oversees the internal company review process that analyses and provides an appraisal of the adequacy and effectiveness of the Company's risk management and internal control system. The internal review processes are independent of the auditor.
Recommendation 7.3 Attestation by chief executive officer (or equivalent) and chief financial officer (or equivalent)	The managing director and the chief financial officer provide a written assurance that the risk management system is effective, efficient and accurately reflected in the Company's financial statements and that: • the declaration provided in accordance with section 295A of the Corporations Act is

	founded on a sound system of risk management and internal control ; and the Company's risk management and internal control system is operating effectively in all material respects in relation to financial reporting risks.
Recommendation 7.4 Reporting on Principle 7	The Company's risk management, internal compliance, and control system policies that have been established to manage material business risks are discussed with the Audit & Risk Management Committee, senior executives, management and other employees. The Company envisages disclosing a summary of these policies on its website in future.
PRINCIPLE 8 - REMUNERATE FAIRLY AND RESPONSIBLY	
Recommendation 8.1 The board should establish a remuneration committee	Elementos has established a Remuneration Committee, and the Committee's Charter is available on the Company's website under Corporate Governance. The Committee is comprised of independent Non-executive Directors, with Mark McCauley as independent Chairman of the Remuneration Committee. The members of the Remuneration Committee and their attendance at Committee meetings are set out in the Directors' Report section of this Annual Report.
Recommendation 8.2 Structure of Non-executive and Executive Director Remuneration	The remuneration structure for executives, including the managing director, is based on a number of factors, including length of service, particular experience of the individual concerned, and overall performance of the Company. The remuneration policy, setting the terms and conditions for the managing director was developed and approved by non-executive directors. The managing director, and other senior executives receive a base salary, superannuation, short-term incentives and equity based performance remuneration. Superannuation payments consist of the 9% superannuation guarantee contribution. Individuals may elect to salary sacrifice part of their salary to increased payments towards superannuation. No other form of retirement benefit is paid. The board's policy is to remunerate non-executive directors at market rates for comparable companies, having regard to the time commitment and responsibilities. The maximum aggregate amount of fees that can be paid to non-executive directors is subject to approval by shareholders, and is not linked to the performance of the Company. However, to align directors' interests with shareholder interests, directors are encouraged to hold equity interests in the Company. The maximum aggregate amount of fees that can be paid to non-executive directors approved by shareholders is currently \$250,000.

	The Company's remuneration policy provides for long-term incentives through participation in the Company's Employee and Officers Share Option Plan. Any equity based remuneration proposed to be granted to the managing director will only be granted with shareholder approval. The Company has prohibited the entering into transactions in associated products which limit the economic risk of participating in unvested entitlements under any equity-based remuneration.
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14.9 Date for Determining Holders of Securities

For the purposes of Section 633 of the Corporations Act, the date for determining the persons to whom information is to be sent under items 6 and 12 of Section 633(1) of the Corporations Act, is the Record Date, namely 7 August 2013.

14.10 Other Material Information

There is no other information that:

- (a) is material to the making of a decision by a holder of Rockwell Shares whether to Accept an Offer; and
- (b) which is known to Elementos,

other than:

- (c) as set out or referred to elsewhere in this Bidder's Statement; or
- (d) information which it would be unreasonable to require Elementos to disclose because the information has previously been disclosed to the marked vide an ASX release.

14.11 Directors' Interests in Rockwell Shares

As at the date of this Bidder's Statement, no director of Elementos has a Relevant Interest in Rockwell Shares.

14.12 Fees and Benefits Payable to and Interests of Directors and Advisers

Other than as set out below or elsewhere in this document, no:

- (a) director or proposed director of Elementos;
- (b) person named in this document as performing a function in a professional, advisory or other capacity in connection with the preparation or distribution of this document; or
- (c) promoter of Elementos;

has, or had within two years before the date of this Bidder's Statement, any interest in:

- (d) the formation or promotion of Elementos;
- (e) any property acquired or proposed to be acquired by Elementos in connection with its formation or promotion or in connection with the Offer; or
- (f) the Offer.

Additionally, other than as set out below or elsewhere in this document, no amounts have been paid or agreed to be paid and no benefits have been given or agreed to be given to:

- (a) any director or a proposed director of Elementos as an inducement to become, or qualify as, a director of Elementos; or
- (b) any one of those persons listed in this Section 14.12 above for services rendered by those persons in connection with the formation or promotion of Elementos.

14.13 Offer Extends to new Rockwell Shares

For the purposes of Section 633(2) of the Corporations Act, the date for determining the persons to whom information is to be sent in items 6 and 12 of Section 633(1) is the Record Date, being 7 August 2013.

14.14 Costs and Expenses

All costs and expenses of the preparation and circulation of the Bidder's Statement and the Offer, and all transfer duty or brokerage charges payable on transfer of Your Rockwell Shares will be paid by Elementos.

14.15 Governing Law

This Bidder's Statement and Offer and any contract that results from your acceptance of this Offer are governed by the laws in force in Queensland.

14.16 ASX Announcements

A list of announcements made by Elementos to the ASX between 29 August 2012 and the date of this Bidder's Statement is set out in Annexure A. This information may be relevant to your assessment of the Offer. Copies of the announcements are available from the ASX Securities Exchange.

14.17 Consents

- (a) BDO Audit Pty Ltd has given and has not withdrawn its consent to be named in this Bidder's Statement as the auditor of Elementos in the form and context in which it is named. It takes no responsibility for any part of the Bidder's Statement other than the references to its name.
- (b) Hemming+Hart are acting as solicitors to the Offer and have performed work in relation to the Bidder's Statement. In doing so, Hemming+Hart have placed reasonable reliance upon information provided to them by Elementos. Hemming+Hart does not make any statement in this Bidder's Statement. Hemming+Hart has given and has not withdrawn its consent to be named in this Bidder's Statement as solicitors to the Offer in the form and context in which it is named. It takes no responsibility for any part of the Bidder's Statement other than references to its name.

14.18 Competent Person Statement

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves at the Tamaya Project, Chile, and Manantiales and Santo Domingo Projects, Argentina, and Millenium and Selwyn South Projects Australia, is based on information compiled by Mr Gustavo Delendatti, a member of the Australian Institute of Geoscientists. Mr Delendatti is a full-time employee of Elementos, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which it is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Delendatti consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

The information in this report that relates to Exploration Results, Mineral Resources or Ore Reserves at the Cleveland tin-copper and tungsten project, Tasmania, is based on information previously issued in the 18 April 2013 ASX

Announcement by Elementos entitled “Cleveland Tin, Copper and Tungsten JORC Resources”. The information therein was based on “Cleveland Mine, Luina, Tasmania Mineral Resource Report for Rockwell Minerals Limited” compiled by Michael V. McKeown of Mining One Consultants, a Fellow of the Australasian Institute of Mining and Metallurgy. Mr McKeown is an employee of Mining One Consultants and its subsidiaries, and has sufficient experience which is relevant to the style of mineralisation and type of deposit under consideration and to the activity which it is undertaking to qualify as a Competent Person as defined in the 2004 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr McKeown was responsible and supervised the preparation of the technical information in the 18 April 2013 release and has relevant experience and competence of the subject matter. Mr McKeown consents to the inclusion in the report of the matters based on his information in the form and context in which it appears.

14.19 Interests of Directors in Elementos Shares

The table below shows the interests of the directors in Elementos Shares at the date of this Bidder's Statement.

Name	Interest in Elementos Shares prior to Offer	% Interest in Elementos Shares prior to Offer
Corey Nolan	264,215	0.14%
Anthony McLellan	4,847,554	2.57%
James Calaway	44,603,837	23.65%
Richard Seville	8,200,072	4.35%

The table below shows the number of Elementos Shares which the directors are expected to hold directly or indirectly following completion of the Offer assuming 100% acceptance.

Name	Expected Interest in Elementos Shares immediately following Offer	Expected Interest in Elementos Shares immediately following Offer	% Voting Power in Elementos immediately following offer
Corey Nolan	264,215	0.06%	0.06%
Richard Seville	8,200,072	1.76%	1.76%
Calvin Treacy	22,750,003	4.88%	4.88%

14.20 Remuneration of Elementos Directors

The shareholders of Elementos have adopted a Director Fee and Remuneration Sacrifice Plan (**Plan**) under which Shares are issued to the Directors in lieu of the amount of Directors' fees or executive remuneration that each Director had agreed to sacrifice from their monthly Director's fees or remuneration.

Shareholder approval has been received to issue a maximum of 8,000,000 Shares over a 3 year period to Directors under the Plan. At the upcoming extraordinary general meeting of Shareholders proposed to be held on or around 23 September 2013, the Company will seek Shareholder approval for an increase in the maximum number of Shares which can be issued under the Plan.

The Company makes the relevant issues on a quarterly basis based upon a 5 ASX trading day VWAP prior to the Shares being issued.

In respect of the financial year ended 30 June 2013, the remuneration paid (including any contingent or deferred compensation) and benefits granted to the directors of Elementos by any member of the Elementos Group were as follows:

Director	Salary / Fees taken in cash	Salary / Fees taken in shares	Total Salary / Fees	Super	Options¹
Anthony McLellan	\$53,123.00	\$65,877.00	\$119,000.00	\$10,710.00	700,000
Corey Nolan	\$228,476.00	\$0.00	\$228,476.00	\$21,833.00	800,000
James Calaway	\$13,333.30	\$26,667.00	\$40,000.00	\$0.00	500,000
Total:	\$294,932.30	\$92,544.00	\$387,476.00	\$32,543.00	2,000,000

Note 1: These options have an exercise price of \$0.06 each and an expiry date of 20 January 2017.

14.21 Approval of Bidder's Statement

The Bidder's Statement was approved by a unanimous resolution of Elementos Directors.

14.22 Expiry Date

No Elementos Shares will be issued on the basis of this document and the Offer contained in this document after the date that is 13 months after the date of this Bidder's Statement.

14.23 Rockwell Shareholders with registered addresses in New Zealand

In offering Elementos Shares under the Offer in New Zealand, Elementos is relying on the Securities Act (Overseas Companies) Exemption Notice 2013. This document is not a prospectus or an investment statement under New Zealand law, and does not contain all the information that a prospectus or investment statement under New Zealand law is required to contain. New Zealand investors should seek their own advice and satisfy themselves as to the Australian and New Zealand legal and tax implications of participating in the Offer.

14.24 Foreign Jurisdictions

Except as provided in Section (b), if you wish to Accept the Offer and receive Elementos Shares for Your Rockwell Shares and you are not resident in the Commonwealth of Australia or its external territories or New Zealand, you must comply with all relevant laws (**Foreign Law**) in your jurisdiction. It is your sole responsibility to satisfy yourself as to full compliance with the law of your jurisdiction and any other necessary formality and to obtain any necessary governmental or other consents. By Accepting the Offer, Rockwell Shareholders not resident in the Commonwealth of Australia or its external territories or New Zealand warrant and represent that their Acceptance:

- (a) is in full compliance with the law of the relevant jurisdiction; and
- (b) that all legal and other necessary formalities have been complied with; and
- (c) that all necessary governmental or other consents have been obtained to receive the Offer Consideration have been given by the relevant authorities.

14.25 Broker handling fees

Elementos advises that for all Acceptances received during the Offer Period, it may, if it has a prior agreement with the Broker, pay a Broker handling fee (**Fee**) to Brokers who initiate valid Acceptances of the Offer in respect of parcels of Rockwell Shares. The Fee will be commensurate with Fees usually payable in respect of similar offers and will be paid after the Offer becomes free from all conditions to any Brokers whose stamp appears on the Acceptance Form. Elementos reserves the right to aggregate any Acceptances in determining the handling Fees payable to any Broker if Elementos reasonably believes that a party has structured holdings to take advantage of the Fee. Brokers are precluded from receipt of any Fee in respect of Rockwell Shares in which they or their Associates have Relevant Interests. Each Broker who enters into an agreement with Elementos in relation to the payment of Fees represents and warrants to Elementos that neither the Broker nor its Associate is the Accepting Rockwell Shareholder and that the Fee will not be passed on or otherwise shared directly or indirectly with the Accepting Rockwell Shareholder. Fees will be available until the scheduled close of the Offer. No Fees will be payable for Acceptances which are withdrawn. Elementos has not yet made a decision about whether it will extend the Offer, or if it extends the Offer whether any Fee may be payable.

14.26 Disclaimer

The information contained in this Bidder's Statement concerning Rockwell has been derived from publicly available information that has not been independently verified. Elementos does not, subject to the Corporations Act, make any representation or warranty, express or implied, as to the accuracy or completeness of the information.

15. Formal Terms of the Offer

15.1 Share offer

- (a) Elementos offers to acquire all of Your Rockwell Shares together with all Rights attaching to them on the following terms and conditions.
- (b) You may only Accept this Offer for all of Your Rockwell Shares.
- (c) An Offer in this form and bearing the same date is being made to each person registered as the holder of Rockwell Shares in the Rockwell Register as at 8.00am AEST on the Record Date.

15.2 Defeating Conditions

The Offer and any contract that results from Acceptance of the Offer are subject to fulfilment of the defeating conditions set out in Section 16.

15.3 Rounding

If you would otherwise become entitled to a fraction of a Elementos Share as a result of your Acceptance of this Offer in addition to the number of whole Elementos Shares to which you become entitled as a result of that Acceptance, any such fractional entitlement of:

- (a) less than 0.5 will be rounded down to zero; or
- (b) 0.5 or more will be rounded up to one Elementos Share.

15.4 Rockwell Share splitting

If Elementos reasonably believes that any parcel or parcels of Rockwell Shares has or have been created or manipulated to take advantage of rounding, then any fractional entitlement to a Elementos Share arising in relation to that parcel, or those parcels, will be rounded down so that the entitlement to Elementos Shares arising in relation to each parcel consists of the nearest whole number of Elementos Shares only and the fractional entitlement will be disregarded.

15.5 Offer extends to others

This Offer extends to any person able to give good title to any of Your Rockwell Shares during the Offer Period.

15.6 Acceptance of Offer

By Accepting this Offer, you undertake to transfer to Elementos not only the Rockwell Shares to which the Offer relates, but also all Rights attached to the Rockwell Shares.

15.7 Date of Offer

This Offer is dated 7 August 2013.

15.8 Consideration offered

The consideration offered (Offer Consideration) by Elementos under the Offer is three and a half (3.5) Elementos Shares for every one (1) of Your Rockwell Shares. The Elementos Shares offered as consideration will be issued by Elementos and will rank equally with Elementos Shares currently on issue.

15.9 Official quotation of Elementos Shares

- (a) Elementos has been admitted to the official list of ASX and Elementos Shares are traded on ASX. Elementos Shares of the same class as those to be issued under the Offer have been granted official quotation by ASX.

- (b) An application will be made to ASX within seven days after this Bidder's Statement is given to Rockwell, for official quotation on ASX of the Elementos Shares to be issued as Offer Consideration. In accordance with Section 625(3) of the Corporations Act, the Offer is subject to a condition that application for admission to quotation of the Elementos Shares under the Offer is made within seven days after the bid period begins and permission for admission to quotation being granted no later than seven days after the end of the Offer Period. This condition may not be waived.

15.10 Offer Period

The Offer will, unless withdrawn, remain open for Acceptance during the period commencing on the date of this Offer and ending at 5.00pm (AEST) on the later of:

- (a) 14 October 2013; or
- (b) any date to which the period of this Offer is extended in accordance with the Corporations Act.

15.11 How to Accept this Offer

To Accept this Offer in respect of those Rockwell Shares, you must:

- (a) **complete and sign the Acceptance Form** which accompanies this Bidder's Statement in accordance with the terms of the Offer and the instructions on the Acceptance Form; and
- (b) **return the Acceptance Form** together with all other documents required by the terms of this Offer and the instructions on the Acceptance Form to the address specified on the Acceptance Form, so that they are received before the end of the Offer Period.

15.12 Foreign Laws

It is your sole responsibility to satisfy yourself that you are permitted by any Foreign Law applicable to you to Accept this Offer and receive Elementos Shares as Offer Consideration.

15.13 Rockwell Shares held in different holdings

If some of Your Rockwell Shares are in different holdings, your Acceptance of this Offer may require action under these terms and conditions in relation to the separate portions of Your Rockwell Shares.

15.14 Nominee holdings

If Your Rockwell Shares are registered in the name of a broker, investment dealer, bank, trust company or other nominee, you should contact that nominee for assistance in Accepting this Offer.

15.15 Mailing address

The mailing address for completed Acceptance Forms is set out in the Acceptance Form. A reply paid envelope (for use from within Australia only) is enclosed for your convenience.

15.16 Rockwell Shareholder's risk

The method chosen to deliver the Acceptance Form and other documents is at your risk.

15.17 Acceptance Form

The Acceptance Form which accompanies this Offer forms part of it. The requirements on the Acceptance Form must be observed in Accepting this Offer in respect of Your Rockwell Shares.

15.18 Power of attorney, deceased estate

When Accepting this Offer, you should also forward:

- (a) if the Acceptance Form is executed by an attorney, a certified copy of the power of attorney; and
- (b) if the Acceptance Form is executed by the executor of a will or the administrator of the estate of a deceased Rockwell Shareholder, a certified copy of the relevant grant of probate or letters of administration.

15.19 Signing under power of attorney

If the Acceptance Form is signed under power of attorney, the attorney will be taken to have declared that the attorney has no notice of revocation of the power and is empowered to delegate powers under the power of attorney as contemplated by Section 15.27.

15.20 When Acceptance is complete

Acceptance of this Offer will not be complete until the completed Acceptance Form has been received at the address set out in Section 15.15 above and the requirements of Section 15.11 have been met, provided that:

- (a) Elementos may in its sole discretion waive any or all of those requirements at any time; and
- (b) where such requirements have been complied with in respect of some but not all of Your Rockwell Shares, Elementos may, in its sole discretion, deem your Acceptance of this Offer complete in respect of those Rockwell Shares for which the requirements have been complied with but not in respect of the remainder.

15.21 When Offer Consideration is provided

Subject to Section 15.22 and the Corporations Act, if the contract resulting from your Acceptance of this Offer becomes unconditional, Elementos will provide the Offer Consideration to which you are entitled on Acceptance of this Offer on or before the earlier of:

- (a) One month after the later of the Offer being Accepted by you or, if the Offer is conditional when Accepted, within one month after the Offer or the contract resulting from your Acceptance of the Offer becomes unconditional; and
- (b) Twenty-one days after the end of the Offer Period, if the Offer (or the contract resulting from Acceptance of the Offer) has become unconditional.

15.22 Where additional documents are required

Where the Acceptance Form requires additional documents to be given with your Acceptance (such as a power of attorney):

- (a) if the documents are given with your Acceptance, Elementos will provide the Offer Consideration in accordance with Section 15.21;
- (b) if Elementos is given the documents after Acceptance and before the end of the Offer Period, Elementos will provide the Offer Consideration:
 - (i) if at the time that Elementos is given the documents the Offer is subject to a defeating condition, by the earlier of one month after this Offer or the contract resulting from your Acceptance of the Offer becomes unconditional or 21 days after the end of the Offer Period; or

- (ii) if the Offer is unconditional at the time that Elementos is given the documents, by the earlier of one month after Elementos is given the documents or 21 days after the end of the Offer Period; and
- (c) if the documents are given after Acceptance and after the end of the Offer Period, Elementos will provide the Offer Consideration:
 - (i) if at the time that Elementos is given the documents, the contract resulting from your Acceptance of the Offer is subject to a defeating condition that relates only to the happening of an event or circumstance referred to in Sections 652C (1) or (2) of the Corporations Act, within 21 days after the contract becomes or is declared unconditional; or
 - (ii) if at the time that Elementos is given the documents the contract resulting from your Acceptance of the Offer is unconditional, within 21 days after Elementos is given the documents.

If you do not provide Elementos with any required additional documents within one month after the end of the Offer Period, Elementos may, in its sole discretion, rescind the contract resulting from your Acceptance of the Offer.

15.23 Additional matters regarding Offer Consideration

Under no circumstances will any interest be paid on the Offer Consideration for Your Rockwell Shares under this Offer, regardless of any delay in providing such consideration or any extension of this Offer.

15.24 Where Elementos is entitled to any Rights

If Elementos becomes entitled to any Rights on Acceptance of this Offer, you must give Elementos all documents required to give Elementos title to those Rights. If you do not give those documents to Elementos, or if you have received the benefit of those Rights, Elementos will deduct from the consideration otherwise due to you the amount (or value, as reasonably assessed by Elementos) of those Rights.

15.25 Provision of consideration - Elementos Shares

The obligation of Elementos to allot and issue any Elementos Shares to which you are entitled under this Offer will be satisfied:

- (a) by entering your name on the register of members of Elementos; and
- (b) if your name is entered onto the Issuer Sponsored Sub register of Elementos, by Elementos within five business days after your name is entered in the register of members of Elementos, despatching or procuring the despatch to you, by pre-paid post to your address as shown on the register of members of Rockwell, a statement for a new holding on the Elementos sub register in accordance with ASX Listing Rule 8.5.

15.26 Clearances for offshore residents and others

If, at the time of Acceptance of this Offer, any authority or clearance of the Reserve Bank of Australia (whether under the Banking (Foreign Exchange) Regulations 1959 or otherwise), or of the Australian Taxation Office, is required for you to receive any consideration under this Offer or you are resident in or a resident of a place to which, or you are a person to whom, any other law of Australia would make it unlawful for Elementos to provide the consideration payable for Your Rockwell Shares, Acceptance of this Offer will not create or transfer to you any right (contractual or contingent) to receive the consideration specified in this Offer unless and until all requisite authorities or clearances have been obtained.

15.27 Effect of Acceptance

By Accepting this Offer in accordance with Section 15.11 (including where the Offer is caused to be Accepted in accordance with the ASX Settlement Operating Rules), you will, or will be deemed to have:

- (a) irrevocably authorised Elementos to alter the Acceptance Form on your behalf by:
 - (i) inserting correct details of your Rockwell Shares;
 - (ii) filling in any blanks remaining on the Acceptance Form; and
 - (iii) rectifying any errors in, and omissions from, the Acceptance Form, as may be necessary to make the Acceptance Form an effectual Acceptance of this Offer and to enable registration of the transfer of your Rockwell Shares to Elementos;
- (b) Accepted this Offer (and any variation of it) and agreed to its terms and conditions, in respect of all of your Rockwell Shares (together with all Rights attaching to them) despite any difference between that number and the number of Rockwell Shares shown in the Acceptance Form;
- (c) agreed to transfer all of Your Rockwell Shares to Elementos subject to the Offer being declared free from the conditions set out in Section 16 (or those conditions being fulfilled);
- (d) represented and warranted to Elementos:
 - (i) as a condition of the contract resulting from your Acceptance of the Offer, you have complied with all Foreign Laws in your jurisdiction, observed all necessary formalities and obtained all necessary governmental or other consents in your jurisdiction and it is lawful for Elementos to offer and for you to Accept the Offer and the Offer Consideration in your jurisdiction.
 - (ii) as a condition of the contract resulting from your Acceptance of the Offer, that at the time of Acceptance and at the time of transfer to Elementos:
 - A. you have paid to Rockwell all amounts which are due for payment in respect of Your Rockwell Shares;
 - B. all of Your Rockwell Shares are fully paid and Elementos will acquire good title to them and full beneficial ownership of them free from all mortgages, charges, liens, encumbrances and interests of third parties of any kind, whether legal or otherwise and restrictions on transfer of any kind; and
 - C. you have full power and capacity to Accept this Offer and to sell and transfer the legal and beneficial ownership of Your Rockwell Shares (together with all Rights attaching to them) to Elementos;
- (e) with effect from the later of the Acceptance of this Offer and the date that any contract resulting from Acceptance of this Offer becomes, or is declared, free from its conditions, appointed Elementos and each of its directors, secretaries and other officers from time to time severally as your agent and true and lawful attorney, with power to do all things which you could lawfully do concerning Your Rockwell Shares or in exercise of any right or power derived from the holding of Your Rockwell Shares, including, without limitation, to:

- (i) attend and vote in respect of Your Rockwell Shares at any meeting of Rockwell;
 - (ii) appoint a proxy or proxies to attend and vote on your behalf in respect of Your Rockwell Shares at any meeting of Rockwell;
 - (iii) requisition or join with other holders of Rockwell Shares in requisitioning or convening (or both) a meeting of Rockwell;
 - (iv) demand a poll for any vote to be taken at any meeting of Rockwell;
 - (v) propose or second any resolution to be considered at any meeting of Rockwell;
 - (vi) receive from Rockwell or any other party, and retain, any share certificates which were held by Rockwell, or any other party;
 - (vii) sign all documents (including an instrument appointing one of Elementos' directors as a proxy in respect of any or all of Your Rockwell Shares and any application to Rockwell for a replacement certificate in respect of any share certificate which has been lost or destroyed) and resolutions relating to Your Rockwell Shares, and generally to exercise all powers and rights which you may have as a Rockwell Shareholder and perform such actions as may be appropriate in order to vest good title in Your Rockwell Shares (together with all Rights attaching to them) in Elementos; and
 - (viii) do all things incidental and ancillary to the foregoing, and to have agreed that in exercising the powers conferred by that power of attorney, the attorney may act in the interests of Elementos as the intended registered holder and beneficial holder of Your Rockwell Shares. This appointment is irrevocable and terminates upon registration of a transfer to Elementos of Your Rockwell Shares. Elementos will indemnify you and keep you indemnified in respect of all costs, expenses and obligations which might be incurred or undertaken as a result of the exercise by an attorney of any powers under this sub-Section;
- (f) agreed to fully indemnify Elementos in respect of any claim or action against it or any loss, damage or liability whatsoever incurred by it as a result of you not producing your Holder Identification Number or Security Holder Reference Number or in consequence of the transfer of Your Rockwell Shares to Elementos being registered by Rockwell without production of your Holder Identification Number or Security Holder Reference Number;
- (g) irrevocably authorised Elementos (and any nominee or nominees of Elementos) to notify Rockwell on your behalf that your place of address for the purpose of serving notices upon you in respect of Your Rockwell Shares is the address as specified in the notification, and that all such notices are to be marked care of Elementos and to have directed Rockwell to serve all correspondence, payments or notifications in respect of any Rights and other communications and documents whatsoever in respect of those Rockwell Shares to Elementos at that address;
- (h) irrevocably authorised and directed Rockwell to pay Elementos, or to account to Elementos for, all Rights in respect of Your Rockwell Shares, subject, however, to any such Rights being received by Elementos being accounted for by Elementos to you if this Offer is withdrawn or any contract resulting from your Acceptance of this Offer is rescinded or rendered void;

- (i) authorised Elementos to issue to you and agreed to Accept the Elementos Shares you have become entitled to receive under this Offer and to register your name in the Elementos register of members in respect of those Elementos Shares, and agreed that you will be bound by the Constitution of Elementos; and
- (j) agreed, subject to the conditions in Section 16 being satisfied or waived, to execute all documents, transfers and assurances as may be necessary or desirable to convey Your Rockwell Shares and Rights to Elementos. Elementos may at any time deem the receipt of a signed Acceptance Form to be a valid Acceptance of this Offer even though you omit to include your share certificate(s) (if any) or there is not compliance with any one or more of the other requirements for Acceptance but, if Elementos does so, Elementos is not obliged to make the consideration available to you until all of the requirements for Acceptance have been met.

15.28 Continuing representations and warranties

The representations, warranties, undertakings and authorities referred to in this Section 15 will (unless otherwise stated) remain in force after you receive the consideration for Your Rockwell Shares and after Elementos becomes registered as holder of them.

15.29 Who may Accept the Offer

During the Offer Period:

- (a) any person who is able to give good title to a parcel of Your Rockwell Shares may Accept (if they have not already Accepted an offer in the form of this Offer for those Rockwell Shares) as if an offer on terms identical with this Offer has been made to them; and
- (b) any person who holds one or more parcels of Rockwell Shares as trustee or nominee, or otherwise on account of another person, may Accept as if a separate and distinct offer had been made in relation to:
 - (i) each of those parcels; and
 - (ii) any parcel they hold in their own right.

15.30 Holding Rockwell Shares

A person is taken to hold Rockwell Shares if the person is, or is entitled to be registered as, the holder of those Rockwell Shares.

15.31 Holding Rockwell Shares on trust or as a nominee

A person is taken to hold Rockwell Shares on trust for, as nominee for, or on account of, another person if they:

- (a) are entitled to be registered as the holder of particular Rockwell Shares; and
- (b) hold their interest in the Rockwell Shares on trust for, as nominee for, or on account of, that other person.

15.32 Effective Acceptance

An Acceptance of an offer pursuant to Section (b) is ineffective unless:

- (a) the person who holds on account of another person, gives Elementos a notice stating that the Rockwell Shares consist of a separate parcel; and
- (b) the Acceptance specifies the number of Rockwell Shares in the parcel.

15.33 Notice of Acceptance

A notice under Section (a) must be made in writing.

15.34 Person may Accept for two or more parcels

A person may, at the one time, Accept for two or more parcels under this Section as if there had been a single offer for a separate parcel consisting of those parcels.

15.35 Notices and other communications

Subject to the Corporations Act, a notice or other communication given by Elementos to you in connection with this Offer shall be deemed to be duly given if it is in writing and:

- (a) is delivered to your address as recorded on the Rockwell Register; or
- (b) is sent by pre-paid ordinary mail, or in the case of an address outside Australia by prepaid airmail, to you at that address.

15.36 Return of documents

If:

- (a) this Offer is withdrawn after your Acceptance Form has been sent to Elementos, but before it has been received; or
- (b) for any other reason Elementos does not acquire the Rockwell Shares to which your Acceptance Form relates,

Elementos reserves the right to either destroy or despatch at your risk your Acceptance Form and any other documents forwarded by you, to your address as shown on the Rockwell Register, where such address is inside Australia, by pre-paid ordinary post, or, where such address is outside Australia, by pre-paid airmail.

15.37 Costs and expenses

All costs and expenses of the preparation, despatch and circulation of the Offers and all stamp duty payable in respect of a transfer of Rockwell Shares in respect of which Offers are Accepted, will be paid by Elementos. If you hold Your Rockwell Shares through a bank, broker or nominee which charges transaction fees or service charges in connection with your Acceptance of the Offer, Elementos will not pay those fees or charges.

15.38 Withdrawal

Elementos may withdraw unaccepted Offers at any time with the written consent of ASIC and subject to the conditions (if any) specified in such consent.

15.39 Variation

Elementos may vary this Offer in accordance with the Corporations Act.

15.40 Governing Law

This Offer and any contract that results from your Acceptance of this Offer are governed by the laws in force in the state of Queensland, Australia.

16. Conditions of the Offer

The Offer and any contract resulting from Acceptance of the Offer are subject to fulfilment of the following conditions:

16.1 Minimum acceptance

At or before the end of the Offer Period, Elementos has a Relevant Interest in such number of the Rockwell Shares which represents at least 90% of the aggregate of all the Rockwell Shares on issue.

16.2 Elementos Shareholder Approval

Before the end of the Offer Period Elementos must receive the approval of its shareholders, in an extraordinary general meeting, for the Offer in accordance with Chapter 11 of the ASX Listing Rules (change of scale of Elementos' activities) and for all other purposes and for the issue of the Offer Consideration for the purposes of ASX Listing Rule 7.1 and for all other purposes.

16.3 Renewal of Mining Interests

Before the end of the Offer Period, no mining or exploration agreement, right or licence to prospect, explore or mine or both, including an exploration licence, mineral development licence or mining lease held by any member of the Rockwell Group (**Mining Interests**), or any interest in any Mining Interest, is revoked, terminated, forfeited, impaired or expires (excluding mandatory relinquishment of parts of tenements) or in the case of a renewal of a Mining Interest, is not granted and such revocation, expiration, termination, forfeiture, impairment or non-renewal results or is likely to result in a Rockwell Material Adverse Change.

16.4 No prescribed occurrences

Before the end of the Offer Period, none of the following occurrences (being the prescribed occurrences listed in Section 652C of the Corporations Act) happens (unless permitted by this Deed):

- (a) Rockwell converts all or any of its shares into a larger or smaller number of shares under Section 254H of the Corporations Act;
- (b) Rockwell or a subsidiary of Rockwell resolves to reduce its share capital in any way;
- (c) Rockwell or a subsidiary of Rockwell enters into a buy-back agreement or resolves to approve the terms of a buy-back agreement under Section 257C (1) or 257D (1) of the Corporations Act;
- (d) Rockwell or a subsidiary of Rockwell issues shares or grants an option over its shares, or agrees to make such an issue or grant such an option;
- (e) Rockwell or a subsidiary of Rockwell issues, or agrees to issue, convertible notes;
- (f) Rockwell or a subsidiary of Rockwell disposes, or agrees to dispose, of the whole, or a substantial part, of its business or property;
- (g) Rockwell or a subsidiary of Rockwell charges, or agrees to charge or encumber, the whole, or a substantial part, of its business or property;
- (h) Rockwell or a subsidiary of Rockwell resolves to be wound up;
- (i) a liquidator or provisional liquidator of Rockwell or of a subsidiary of Rockwell is appointed;
- (j) a court makes an order for the winding up of Rockwell or of a subsidiary of

Rockwell;

- (k) an administrator of Rockwell or of a subsidiary of Rockwell is appointed under Section 436A, 436B or 436C of the Corporations Act;
- (l) Rockwell or a subsidiary of Rockwell executes a deed of company arrangement; or
- (m) a receiver, or a receiver and manager, is appointed in relation to the whole, or a substantial part, of the property of Rockwell or a subsidiary of Rockwell,

each a **Prescribed Occurrence**.

16.5 Elementos' No action by Government Agency adversely affecting the Takeover Bid

Before the end of the Offer Period:

- (a) there is not in effect any preliminary or final decision, order or decree issued by a Government Agency;
- (b) no action or investigation is instituted, or threatened by any Government Agency with respect to Rockwell or any subsidiary of Rockwell; or
- (c) no application is made to any Government Agency (other than an application by Elementos or any company within the Elementos Group, an application under Section 657G of the Corporations Act, or an application commenced by a person specified in Section 659B(1) of the Corporations Act in relation to the Takeover Bid),

in consequence of or in conjunction with, the Takeover Bid, which restrains or prohibits or threatens to restrain or prohibit, or may otherwise materially adversely impact upon, the making of the Takeover Bid or the completion of any transaction contemplated by the Bidder's Statement (including implementing the intentions expressed therein) or seeks to require the divestiture by Elementos of any the Rockwell Shares, or the divestiture of any assets by Rockwell or by any subsidiary of Rockwell or by any company within the Elementos Group.

16.6 Approvals by Government Agencies

Before the end of the Offer Period, Elementos receives all approvals which are required by law or by any Government Agency:

- (a) to permit the Offers to be made to and accepted by Rockwell Shareholders;
- (b) as a result of the Offers or the successful acquisition of the Rockwell Shares and which are necessary for the continued operation of the business of Rockwell and its subsidiaries or of Elementos and its subsidiaries; or
- (c) that are required or imposed by ASX, ASIC or the Takeovers Panel,

and those Approvals are on an unconditional basis and remain in force in all respects and there is no notice or indication of intention to revoke, suspend, restrict, modify or not renew those Approvals.

16.7 No material acquisitions, disposals, etc.

None of the following events occur before the end of the Offer Period without the written consent of Elementos:

- (a) any member of the Rockwell Group acquires, offers to acquire or agrees to acquire one or more companies or assets (or an interest in one or more companies or assets) for an amount in aggregate greater than \$50,000 (taken together with amounts under (b), (c) or (d)) or makes an announcement about such an acquisition);

- (b) any member of the Rockwell Group disposes, offers to dispose or agrees to dispose of, or creates, or offers to create an equity interest in one or more companies or assets (or an interest in one or more companies or assets) for an amount greater than an aggregate amount of \$50,000 (taken together with amounts under (a), (c) or (d)) or makes an announcement about such a disposal);
- (c) any member of the Rockwell Group enters into, offers to enter into or announces that it proposes to enter into any joint venture or partnership, or makes an announcement about such a commitment; or
- (d) any member of the Rockwell Group incurs or commits to, or grants to another person a right the exercise of which would involve Rockwell or any subsidiary of Rockwell incurring or committing to any capital expenditure or liability for one or more related items of greater than \$50,000 in aggregate (taken together with amounts under (a), (b) or (c)) or makes an announcement about such a commitment.

16.8 No material failings in filings

Elementos does not become aware, before the end of the Offer Period, that:

- (a) any document filed by or on behalf of Rockwell with ASIC contains a statement which is incorrect or misleading in any material respect or from which there is a material omission; or
- (b) Rockwell has not made an announcement in breach of its disclosure obligations.

16.9 Non-existence of certain rights

No person has any right (whether subject to conditions or not) as a result of Elementos acquiring the Rockwell Shares to:

- (a) acquire, or require Rockwell or a subsidiary of Rockwell to dispose of, or offer to dispose of, any material asset of Rockwell or a subsidiary of Rockwell;
- (b) terminate or vary any material agreement with Rockwell or a subsidiary of Rockwell; or
- (c) accelerate or adversely modify the performance of any obligations of Rockwell or any of its subsidiaries in a material respect under any material agreements, contracts or other legal arrangements.

16.10 No force majeure event

During the period from the Merger Implementation Deed to the end of the Offer Period, no outbreak of hostilities (whether war is declared or not) or terrorism, mobilisation of armed forces, civil or political unrest or labour disturbance, fire or natural disaster, material increase in the intensity of any of the above events or other event beyond the control of Rockwell or the relevant subsidiary, occurs, which affects or is likely to affect the assets, liabilities, financial position, performance, profitability or prospects of Rockwell or any of its subsidiaries.

16.11 No material adverse change to Rockwell

Before the end of the Offer Period, no Rockwell Material Adverse Change occurs.

16.12 No material adverse change to Elementos

Before the the end of the Offer Period, no Elementos Material Adverse Change occurs.

16.13 Termination of Pre-Bid Deed

Elementos, Rockwell or Rockwell Tasmania lawfully terminates the Merger Implementation deed.

16.14 Distribution

Before the end of the Offer Period, neither Rockwell nor Rockwell Tasmania makes or declares or announces an intention to make or declare any distribution (whether by way of dividend, capital reduction or otherwise and whether in cash or in specie).

16.15 Nature of conditions

Each of the conditions set out in this Section 16:

- (a) constitutes and will be construed as a separate, several and distinct condition and each of the conditions will not be taken to limit the meaning and effect of any other condition;
- (b) is a condition subsequent; and
- (c) until the expiration of the Offer Period (or in the case of a defeating condition that relates to a circumstance or event referred to in subSection 652C(1) or (2) of the Corporations Act, until three business days after the end of the Offer Period) will be for the benefit of Elementos alone and may be relied upon only by Elementos.

16.16 Effect of breach or non-fulfilment

The breach or non-fulfilment of any of the conditions set out in this Section 16 does not, until the end of the Offer Period, prevent a contract arising to acquire Your Rockwell Shares resulting from your Acceptance of this Offer, but if at the end of the Offer Period (or, in the case of a defeating condition that relates to a circumstance or event referred to in subSection 652C(1) or (2) of the Corporations Act, at the end of three business days after the end of the Offer Period), in respect of any condition in Section 16:

- (a) Elementos has not declared the Offers (and they have not become) free from that condition in accordance with the Corporations Act; or
- (b) that condition has not been fulfilled,

all contracts resulting from Acceptance of this Offer and all Acceptances that have not resulted in binding contracts are automatically void. In such a case, Elementos reserves the right to either destroy or despatch at your risk your Acceptance Form and any other documents forwarded by you, to your address as shown on the Rockwell Register, where such address is inside Australia, by pre-paid ordinary post, or, where such address is outside Australia, by pre-paid airmail. Elementos will also notify ASX Settlement Pty Ltd 008 504 532 of the lapse of the Offer in accordance with rule 14.19 of the ASX Settlement Operating Rules.

16.17 Elementos may decide Offer is free from all or any of the conditions

Elementos may at any time at its sole discretion, but in compliance with Section 650F and Section 630 of the Corporations Act, declare the Offers free from all or any of the conditions set out in each paragraph and subparagraph of Section 16 which are capable of being waived by notice in writing to Rockwell:

- (a) in the case of a defeating condition that relates to the happening of a circumstance or event referred to in subSection 652C(1) or (2) of the Corporations Act - not later than three business days after the end of the Offer Period; and

- (b) in any other case - not later than seven days before the end of the Offer Period.

16.18 Date for giving notice on status of conditions

The date for giving a notice on the status of the conditions as required by Section 630(1) of the Corporations Act is 4 October 2013, subject to variation in accordance with Section 630(2) of the Corporations Act in the event that the Offer Period is extended.

16.19 Section 625(3) of the Corporations Act

This Offer and any contract that results from your Acceptance of this Offer are subject to the condition set out in Section 625(3) of the Corporations Act. If that condition is not fulfilled, any contract that results from your Acceptance of this Offer will be automatically void.

17. Glossary and interpretation

17.1 Glossary

The following terms have the meanings set out below unless the context requires otherwise:

Aberfoyle means Aberfoyle Limited, a previous operator of the Clevenand Project.

Acceptance means a valid acceptance of the Offer.

Acceptance Form means the personalised transfer and acceptance form which accompanies this Bidder's Statement and which forms part of the Offer.

AEST means Australia Eastern Standard Time.

Announcement means the announcement made by Elementos in relation to the Offer on the Announcement Date.

Announcement Date means 6 June 2013.

Approval means a licence, authority, consent, approval, order, exemption, waiver, ruling or decision.

Associate has the meaning given in Section 12 of the Corporations Act.

ASIC means the Australian Securities and Investments Commission.

ASX means the ASX Limited ABN 98 008 624 691 and includes the securities market operated by ASX.

ASX Listing means admission to the Official List of ASX and Official Quotation of shares on ASX.

ASX Listing Rules means the listing rules of the ASX as amended or varied from time to time.

ASX Settlement Operating Rules means the operating rules of ASX Settlement Pty Ltd.

Au means the chemical symbol for mineral gold.

Bid and **Takeover Bid** means the Offer to acquire all of the Rockwell Shares, on the terms set out in this Bidder's Statement.

Bid Period means the period between the date on which this Bidder's Statement was provided to Rockwell and the end of the Offer Period (both inclusive).

Bidder's Statement means the bidder's statement served on Rockwell in relation to Elementos' off-market bid to acquire all Rockwell Shares.

Board means, when used in reference to a company, the board of directors of that company.

Cleveland Project means Rockwell's current and potential interest in:

- (a) Exploration Licence 7/2005 – currently entitled to 50% with an option to acquire 100%;
- (b) Exploration Licence 9/2006 – currently entitled to 100%; and
- (c) Exploration Licence 15/2011 – currently entitled to 100%.

Closing Date means 5pm AEST time on 14 October 2013.

Corporations Act means the Corporations Act 2001 (Cth) and any regulations made under the Corporations Act 2001 (Cth).

Elementos or Company means Elementos Limited ACN 138 468 756.

Elementos Board means the board of directors of Elementos.

Elementos Group means Elementos Limited and its subsidiaries.

Elementos Material Adverse Change means any event, change or condition (whether individual or a combination or series of events, changes or conditions) which is not within the reasonable control and management of the Elementos Group or its officers that have, or could reasonably be expected to have, a material adverse effect on:

- (a) the business, assets, liabilities, financial or trading position, profitability or prospects of the Elementos Group, taken as a whole (which is deemed to be the case where there is a diminution in the assets or financial position of Elementos of \$1 million or more); or
- (b) the status or terms of any of Elementos Tenements;

in either case, except for events, and conditions publicly announced by Elementos or otherwise disclosed on ASX by Elementos or any of its subsidiaries prior to the Offer Date.

Elementos Shares means fully paid ordinary shares in Elementos.

Exploration Permit Minerals or EPM has the meaning given in the Minerals Resources Act 1989 (QLD) and equivalent legislation in other states and territories, as appropriate.

Exploration Permit Minerals Application or EPMA has the meaning given in the Minerals Resources Act 1989 (QLD) and equivalent legislation in other states and territories, as appropriate.

Foreign Rockwell Shareholder means a Rockwell Shareholder whose address as shown in the Register is in a jurisdiction other than Australia or its external territories or New Zealand, unless Elementos otherwise determines after being satisfied that it is not unlawful, not unduly onerous and not unduly impracticable to make the Offer to a Rockwell Shareholder in the relevant jurisdiction and to issue Elementos Shares to such a Rockwell Shareholder on the Acceptance of the Offer.

Foreign Law means a law of a jurisdiction other than an Australian jurisdiction.

GST means the goods and services tax imposed under the A New Tax System (Goods and Services Tax) Act 1999 (Cth) and the related imposition acts of the Commonwealth of Australia.

Indicated Mineral Resource has the meaning given in the JORC Code.

Inferred Mineral Resource has the meaning given in the JORC Code.

Issuer Sponsored Holding has the meaning given in the ASX Settlement Operating Rules.

JORC Code means the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves (4th Edition).

Listing or Listed means admission to the Official List of ASX and Official Quotation of shares on ASX.

Merger means Elementos acquiring Rockwell Shares under the Offer.

Merged Group means the Elementos Group following its acquisition of Rockwell Shares under the Offer.

Merger Implementation Deed or **MID** means the Deed between Rockwell, Elementos and Rockwell Tasmania executed on 6 June 2013 and further amended by the Deed of Acknowledgement and Variation between Rockwell, Elementos and Rockwell Tasmania dated 31 July 2013.

Mining Lease or **ML** has the meaning given in the Minerals Resources Act 1989 (QLD) and equivalent legislation in other states and territories, as appropriate.

Offer means Elementos' offer to acquire all Rockwell Shares as contained in Section 15 and other relevant Sections of this Bidder's Statement.

Offer Consideration has the meaning given in Section 15.8.

Offer Period means the period during which Offers will remain open for Acceptance and is stated as opening on 7 August 2013 and closing on 14 October 2013 in accordance with the Corporations Act.

Official List means the Official List of ASX.

Pre-Bid Acceptance Agreements mean the agreements between Elementos and the Rockwell directors or their associated entities pursuant to which Elementos will be entitled to an aggregated maximum of 19.99% of the Rockwell Shares on the Offer Date.

Public Authority means any government or any governmental, semi-governmental, statutory or judicial entity or authority, whether in Australia or elsewhere. It also includes any self-regulatory organisation established under statute and any stock exchange.

Register or **Rockwell Register** means the register of shareholders maintained by Rockwell in accordance with the Corporations Act.

Record Date means the date set by Elementos under Section 633(2) of the Corporations Act being 7 August 2013.

Relevant Interest has the meaning given in Sections 608 and 609 of the Corporations Act.

Rights means all accretions, rights or benefits of whatever kind attaching to or arising from or in respect of the Rockwell Shares whether directly or indirectly including without limitation all rights to receive dividends (and any attaching franking credit), to subscribe for shares, units, notes, options or other securities and all other distributions or entitlements declared, paid, made or issued by Rockwell after the Announcement Date.

Rockwell means Rockwell Minerals Limited ACN 149 804 062.

Rockwell Board means the board of directors of Rockwell.

Rockwell Group means Rockwell Minerals Limited and its subsidiaries.

Rockwell Material Adverse Change means any event, change or condition (whether individual or a combination or series of events, changes or conditions) that is not within the reasonable control and management of the Rockwell Group or its officers that has, or could reasonably be expected to have, a material adverse effect on:

- (a) the business, assets, liabilities, financial or trading position, profitability or prospects of the Rockwell Group, taken as a whole (which is deemed to be the case where there is a resulting diminution in the assets or financial position of the Target of \$1 million or more); or
- (b) the status, value or terms of any of the Tenements.

Rockwell Shareholder means a person who is registered as the holder of Rockwell Shares in the Rockwell Register during the Offer Period.

Rockwell Shares means the fully paid ordinary shares in Rockwell.

Rockwell Tasmania means Rockwell Minerals (Tasmania) Pty Ltd ACN 127 819 710, a wholly owned subsidiary of Rockwell.

Security Holder Reference Number means the number allocated by Rockwell to identify a shareholder on its issuer sponsored subregister.

Share means a fully paid ordinary share, unless the context indicates otherwise.

Superior Proposal means a competing proposal or transaction under which a person other than Elementos or its related entities would acquire all of the Rockwell Shares, which is actually proposed or offered and is, in the reasonable opinion of the majority of the Rockwell Board, likely to be completed within a reasonable period and is a more favourable proposal than the Elementos Offer.

Target's Statement means the target's statement prepared pursuant to Sections 633, 638 and other relevant provisions of the Corporations Act.

Tenements means permit, claim, licence or lease may, among other things, authorise prospecting, exploration, mining, processing or transport of minerals.

VWAP means volume weighted average price, calculated by dividing the value of trades by the volume over trading days.

Your Rockwell Shares means the Rockwell Shares in respect of which you are registered as holder in the Register on the Record Date and any other Rockwell Shares of which you are registered or entitled to be registered as the holder in the Register from the Record Date to the end of the Offer Period as a result of your exercise of Rockwell Options, and to which you are able to give good title at the time you Accept the Offer during the Offer Period.

17.2 Interpretation

- (a) Words and phrases to which a meaning is given by the Corporations Act, the Listing Rules of ASX or the ASX Settlement Operating Rules have that meaning in this Offer and in the Acceptance Form unless that meaning is inconsistent with the context in which the word or phrase is used.
- (b) Headings are for convenience only and do not affect the interpretation of this Bidder's Statement.
- (c) The singular includes the plural and vice versa and words importing any gender includes the other gender, and references to persons include corporations.
- (d) References to Sections are to Sections of the Bidder's Statement.
- (e) References to paragraphs are references to paragraphs within the Section of this Bidder's Statement in which the reference to the paragraph is made.
- (f) References to time are references to the time in Brisbane, Queensland, Australia on the relevant date, unless stated otherwise.
- (g) References to "dollars", "\$" or "cents" are to Australian currency.

Annexure A

Date	Headline	Pages
28/08/2012	Investor Presentation - Capital Raising	22
28/08/2012	Appendix 3B	8
28/08/2012	Prospectus - Non-Renounceable Rights Issue	70
28/08/2012	Underwritten Rights Issue to Fund Tamaya Project	3
29/08/2012	Notice to Shareholders - Rights Issue	2
06/09/2012	Full Year Statutory Accounts	64
10/09/2012	Dispatch of Prospectus and Letter to Foreign Shareholders	3
18/09/2012	Maiden Resource Demonstrates Potential of Manantiales	9
20/09/2012	Amended Release - Maiden Resource at Manantiales	10
24/09/2012	Tamaya-Encouraging Sample Results and Countdown to Drilling	5
27/09/2012	Consolidation of Exploration Properties	1
04/10/2012	Completion of Non-Renounceable Entitlement Offer	2
09/10/2012	Rights Issue Allotment and Appendix 3B	10
09/10/2012	Top 20 - New Options	1
09/10/2012	Top 20 - Fully Paid Ordinary Shares	1
09/10/2012	Distribution Schedule for Listed Options	1
11/10/2012	Appendix 3Y	3
12/10/2012	Appendix 3Y	3
12/10/2012	Rights Issue Allotment and Appendix 3B - Andes Investors LLC	14
16/10/2012	Notice of Change of Interests of Substantial Holder	3
23/10/2012	Notice of Annual General Meeting/Proxy Form	21
23/10/2012	Annual Report 2012	81
29/10/2012	Quarterly Activities and Cashflow Reports	9
29/10/2012	Tamaya Inaugural Drilling Program Commences	1
23/11/2012	Re-pricing of Unlisted Options	1
23/11/2012	Appendix 3B	4
23/11/2012	Results of Meeting	1
23/11/2012	AGM Chairman's Address	3
23/11/2012	New Mineralised Gold Zone Discovered at Santo Domingo	6
20/12/2012	Tamaya Drilling Program Update	4
20/12/2012	Divisoria Porphyry-Related Mineralisation Extended	7
21/12/2012	Notice of Extraordinary General Meeting and Proxy Form	74
31/12/2012	Amendment to Option Pricing Announcement	1
10/01/2013	Appendix 3B - Staff Options	5
21/01/2013	Results of Meeting	1
31/01/2013	Quarterly Activities and Cashflow Reports	12
12/02/2013	Appendix 3B	6
13/02/2013	Change of Director's Interest Notice X 4	8
15/03/2013	Half-Year Report and Accounts	16
28/03/2013	Trading Halt	2
02/04/2013	Acquisition of Advanced Tin Deposit	6
04/04/2013	Tamaya Drilling Program Completed	10
16/04/2013	Trading Halt	2

18/04/2013	Cleveland Tin, Copper and Tungsten JORC Resources	5
22/04/2013	Investor Presentation	28
26/04/2013	Change of Director's Interest Notice X 3	6
26/04/2013	Appendix 3B	6
30/04/2013	Quarterly Activities and Cashflow Reports	11
13/05/2013	Investor Presentation	28
13/05/2013	Amended Quarterly Activities Report	7
24/05/2013	Invitation to Participate in a Share Purchase Plan	3
27/05/2013	Share Purchase Plan-Letter to Shareholders and Plan Booklet	18
30/05/2013	Cleansing Notice - Share Purchase Plan	1
04/06/2013	Trading Halt	2
06/06/2013	Merger Implementation Deed and Richard Seville to join Board	7
11/06/2013	Santo Domingo Sampling Program Highlights Copper Potential	8
12/06/2013	Share Purchase Plan - Extension to Closing Date	1
17/06/2013	Share Purchase Plan - Further Extension to Closing Date	1
24/06/2013	Amendment - SPP Further Extension - Research Report	1
24/06/2013	SPP - Further Extension to Consider a Research Report	1
25/06/2013	Research Report	1
27/06/2013	Research Report - Clarifying Statement	1
28/06/2013	Appendix 3B	6
28/06/2013	Share Purchase Plan Completion	1
01/07/2013	Appendix 3B - Revised	7
02/07/2013	Change of Director's Interest Notice	2
25/07/2013	Change of Director's Interest Notice X3	6
25/07/2013	Appendix 3B	6
30/07/2013	Trading Halt	2
31/07/2013	Quarterly Activities and Cashflow Reports	9
31/07/2013	Rockwell Merger and Capital Raising	1
01/08/2013	Private Placement to Fund Cleveland Project Scoping Study	1
02/08/2013	Extension of Time for Lodgement of Bidder's Statement	1
02/08/2013	Amended Release - Extension of Time for Bidder's Statement	1
06/08/2013	Final Director's Interest Notice	2
06/08/2013	Resignation of Non-Executive Director Mark McCauley	1
07/08/2013	S708A Cleansing Notice	1
07/08/2013	Appendix 3B	6



Please return completed form to:
The Company Secretary
PO Box 15555
Brisbane Adelaide Street, Qld, 4000
Enquiries (within Australia) 07 3221 7770
(Outside Australia) +617 3221 7770

Mr John Smith
Address1
Address2
CITY, STATE, POSTCODE

Use a black pen.
Print in CAPITAL letters
inside the grey areas.

Acceptance Form

This is a personalised for the sole use of the holder and security holding recorded below. It is an important document and requires your immediate attention. If you are in doubt about how to deal with it, please consult your financial or other professional adviser.

This form relates to an offer (**Offer**) by Elementos Limited (**Elementos**) to acquire all of your Shares in Rockwell Minerals Limited (**Rockwell**) pursuant to a Bidder's Statement dated 7 August 2013 (**Bidder's Statement**). Terms defined in the Bidder's Statement but not in this form have the same meaning as in the Bidder's Statement unless the context requires otherwise.

Use this form to accept Elementos' Offer for your Rockwell Shares:

A. Registration Details

The consideration payable is that set out in the terms of Elementos' Offer being 3.5 Elementos Shares for every 1 Rockwell Share held.

B. To be completed by security holder

You will be deemed to have accepted Elementos' Offer in respect of all your Rockwell Shares if you sign and return this form.

C. Contact details

Please provide your contact details in case we need to speak to you about this form.

Name of contact person

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Contact person's daytime telephone number

(			)																
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D. Sign here – this section must be signed before we can process this form.

I/We accept Elementos' Offer in respect of all of the Rockwell Shares I/We hold and I/We agree to be bound by the terms and conditions of Elementos' Offer (including the instructions as to acceptance of Elementos' Offer on the back of this form) and transfer all of my/our Rockwell Shares to Elementos for the consideration applicable to Elementos' Offer.

Individual or Security holder 1

--

Sole Company Director/Secretary

Individual or Security holder 2

--

Director

Individual or Security holder 3

--

Director/Company Secretary

How to complete this form

Acceptance of Elementos' Offer

A. Registration Details

The Rockwell Shares are currently registered in the name(s) printed on this form. Your consideration will be issued in the name(s) which appear(s) on Elementos' copy of the register.

B. Consideration

The consideration payable is that set out in the terms of Elementos' Offer being 3.5 Elementos Shares for every 1 Rockwell Share held.

C. How to accept Elementos' Offer

As your Rockwell Shares are held in an Issuer Sponsored Holding, simply complete and return this form to the address below so that it is received by no later than 5.00pm (AEST) on 14 October 2013.

If you sign and return this Acceptance Form, you warrant to (and authorise Elementos to warrant on your behalf) that you have full legal and beneficial ownership of the Rockwell Shares to which this Acceptance Form relates and that Elementos will acquire them free from all mortgages, charges, liens, encumbrances (whether legal or equitable), restrictions on transfer of any kind and free from any third party rights.

Elementos will not be responsible for any delays incurred by this process. You should allow sufficient time for Elementos to initiate the acceptance of Elementos' Offer on your behalf.

D. Contact details

Enter the name of a contact person and telephone number. These details will only be used in the event that the registry has a query regarding this form.

E. Signature(s)

You must sign the form as follows in the space provided:

Joint holding: where the security holding is in more than one name all of the security holders must sign.

Power of Attorney: to sign under Power of Attorney, you must attach a certified copy of the Power of Attorney to this form when you return it.

Deceased Estate: all executors must sign and, a certified copy of Probate of Letters of Administration must accompany this form.

Companies: where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held

Lodgement of Acceptance Form

This Acceptance Form must be received by Elementos in sufficient time to allow your instruction to be acted upon by 5.00pm (AEST) on 14 October 2013 of the Offer Period. You should allow sufficient time for this to occur. Return this Acceptance Form to:

The Company Secretary
PO Box 10555
Brisbane Adelaide Street, Qld, 4000

Elementos accepts no responsibility if you lodge the Acceptance Form at any other address or by any other means.

Privacy Statement

Personal information is collected on this form by Elementos, for the purpose of maintaining registers of security holders, facilitating distribution payments and other corporate actions and communications. Your personal information may be disclosed to our related bodies corporate, to external service companies such as print or mail service providers, or as otherwise required or permitted by law. If you would like details of your personal information held by Elementos, or you would like to correct information that is inaccurate, incorrect or out of date, please contact Elementos. In accordance with the Corporations Act, you may be sent material by Elementos in relation to general corporate communications.

If you have any enquiries concerning Elementos' Offer please contact Elementos on 07 3221 7770 (for callers within Australia) or +617 3221 7770 (for callers outside Australia).

Please note this form may not be used to change your address.

Please return the completed form in the envelope provided or to the address opposite:

The Company Secretary
PO Box 10555
Brisbane Adelaide Street, Qld, 4000