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CADMON VENTURES PTY LTD DECLARES ITS TAKEOVER OFFER FOR ALL OF THE ORDINARY SHARES IN MHM METALS LIMITED TO BE UNCONDITIONAL

Cadmon Ventures Pty Ltd (ACN 617 176 253) (**Cadmon**) today announces that it has declared **UNCONDITIONAL** its takeover offer for all of the ordinary shares in MHM Metals Limited (**ASX:MHM**), the terms of which are contained in the Bidder's Statement dated 23 February 2017 (**Offer**) as supplemented.

As of today, Cadmon's voting power in MHM is 2.27%, comprising 3,096,405 MHM Shares.

Cadmon is pleased to advise that the Offer is now **UNCONDITIONAL** and free from its defeating condition.

As required under the *Corporations Act 2001* (Cth) (**Corporations Act**), the following notices are attached:

(a) a notice confirming the status of the defeating condition under the Offer required by section 630(4) of the Corporations Act; and

(b) a notice under section 650F of the Corporations Act which formally declares the Offer freed from its defeating condition, which means that the Offer is now unconditional.

Cadmon encourages all MHM shareholders to accept the Offer as soon as possible, noting that the Offer price is at a cash premium to the competing offer.

As previously announced, the Offer period will expire at 7:00pm (AEST) on 5 May 2017, unless extended.

NOTICE FREEING THE OFFER FROM ITS DEFEATING CONDITION

PURSUANT TO SECTION 650F OF THE CORPORATIONS ACT 2001 (CTH)

OFF-MARKET TAKEOVER OFFER BY CADMON VENTURES PTY LTD FOR ALL OF THE ORDINARY SHARES IN MHM METALS LIMITED

To:
1. MHM Metals Limited (ACN 124 212 175) (**MHM**).
2. ASX Limited (ACN 008 624 691) (**ASX**).
3. Each person to whom an Offer was made pursuant to the Bidder's Statement dated 23 February 2017 by Cadmon Ventures Pty Ltd (ACN 617 176 253 (**Cadmon**).

Under section 650F of the *Corporations Act 2001* (Cth), Cadmon hereby gives notice that it declares the Offer contained in its Bidder's Statement dated 23 February 2017 (**Bidder's Statement**) and the contracts formed by any acceptance of the Offer, free from the sole defeating condition which was set out in section 10.8 of the Bidder's Statement.

As at the time of lodgement of this notice, the Company's voting power in MHM is 2.27%, comprising 3,096,405 MHM shares of a total of 136,228,616 MHM shares presently on issue.

Unless the context requires, all references in the Bidder's Statement are varied accordingly and all defined terms in this notice have the same meaning as in the Bidder's Statement.

This notice is dated 7 April 2017.

Signed for and on behalf of Cadmon Ventures Pty Ltd

Daniel Tydde
Pursuant to Power of Attorney dated 15 February 2017

NOTICE OF STATUS OF DEFEATING CONDITION
(SECTION 630(4) - CORPORATIONS ACT 2001 (CTH))

OFF-MARKET TAKEOVER OFFER BY CADMON VENTURES PTY LTD FOR ALL OF THE ORDINARY SHARES IN MHM METALS LIMITED

To: 1. MHM Metals Limited (ACN 124 212 175) (**MHM**).

2. ASX Limited (ACN 008 624 691) (**ASX**).

This notice is given by Cadmon Ventures Pty Ltd (ACN 617 176 253 (**Cadmon**) in relation to the offer to acquire all of the ordinary shares in MHM, as contained in its Bidder's Statement dated 23 February 2017 (**Bidder's Statement**) (**Offer**).

For the purposes of section 630(4) of the *Corporations Act 2001* (Cth), the Company gives notice that as at the date of this notice:

(a) Cadmon declares that the Offer, and each contract formed pursuant to acceptances of the Offer, is free from the defeating condition contained in section 10.8 of the Bidder's Statement;

(b) accordingly, the defeating condition has been waived and the Offer is now unconditional; and

(c) the Company's voting power in MHM is 2.27%, comprising 3,096,405 MHM shares from a total of 136,228,616 MHM shares presently on issue.

This notice is dated 7 April 2017.

Signed for and on behalf of
Cadmon Ventures Pty Ltd

Daniel Tydde
Pursuant to Power of Attorney dated
15 February 2017