



Mineral Resources Limited

ABN 33 118 549 910

EIGHTH SUPPLEMENTARY BIDDER'S STATEMENT

by Mineral Resources Limited (ACN 118 549 910) in respect of the Offers to acquire all of the ordinary shares and options in Polaris Metals NL (ACN 085 223 570)

1. INTRODUCTION

This document is the eighth supplementary bidder's statement (**Eighth Supplementary Bidder's Statement**) by Mineral Resources Limited (**MRL** or the **Company**) dated 24 December 2009 under section 643 of the Corporations Act in relation to the off-market takeover offers by MRL to acquire all of the issued shares and options in Polaris Metals NL (**Polaris**) as set out in MRL's bidder's statement dated and lodged with the Australian Securities and Investments Commission (**ASIC**) on 17 September 2009 (**Original Bidder's Statement**).

This Eighth Supplementary Bidder's Statement has been prepared by MRL to ensure that full information has been provided to Polaris Shareholders and Optionholders in respect of the Offers made by MRL.

A copy of this Eighth Supplementary Bidder's Statement was lodged with the ASIC on 24 December 2009. Neither the ASIC nor any of its officers takes any responsibility for the contents of this Eighth Supplementary Bidder's Statement.

This Eighth Supplementary Bidder's Statement supplements, and must be read together with, the Original Bidder's Statement as amended by MRL's first supplementary bidder's statement dated 2 October 2009 (**First Supplementary Bidder's Statement**), MRL's second supplementary bidder's statement dated 16 October 2009 (**Second Supplementary Bidder's Statement**), MRL's third supplementary bidder's statement dated 5 November 2009 (**Third Supplementary Bidder's Statement**), MRL's fourth supplementary bidder's statement dated 13 November 2009 (**Fourth Supplementary Bidder's Statement**), MRL's fifth supplementary bidder's statement dated 25 November 2009 (**Fifth Supplementary Bidder's Statement**), MRL's sixth supplementary bidder's statement dated 3 December 2009 (**Sixth Supplementary Bidder's Statement**) and MRL's seventh supplementary bidder's statement dated 18 December 2009 (**Seventh Supplementary Bidder's Statement**),

Unless the context otherwise requires, defined terms in the Original Bidder's Statement have the same meaning in this Eighth Supplementary Bidder's Statement. This Eighth Supplementary Bidder's Statement will prevail to the extent of any inconsistency with the Original Bidder's Statement as amended.

2. EXTENSION OF SHARE OFFER

On 23 December 2009, MRL gave notice that it had extended its Share Offer for a further three weeks, as a result of which the **Share Offer Period now ends on 15 January 2009**.

This extension is intended to allow sufficient time for Polaris Shareholders who have not accepted the Share Offer to accept into the Share Offer. MRL is seeking to acquire 100% of Polaris Shares. As at the date of this Eighth Supplementary Bidder's Statement, MRL has voting power in 68.77% of Polaris' Shares.

3. CONCLUSION

MRL encourages you to consider all information that has either been sent to you or is included in this Eighth Supplementary Bidder's Statement, and to **ACCEPT** MRL's Offers.

If you have any queries about the Offers or require assistance with your acceptance, please contact your financial advisor or call the offer information line on 1800 253 782 (callers within Australia) or +61 3 9415 4285 (callers outside Australia).

4. APPROVAL OF THE EIGHTH SUPPLEMENTARY BIDDER'S STATEMENT

This Eighth Supplementary Bidder's Statement is dated 24 December 2009 and was approved pursuant to a unanimous resolution passed at a meeting of the directors of MRL.

Signed for and on behalf of
Mineral Resources Limited



Mr Bruce Goulds
Company Secretary

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