



ABN 27 107 131 653

Level 4, 502 Hay Street
Subiaco WA 6008

PO Box 201
SUBIACO WA 6904

Tel: 08 9381 4366

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E-mail: info@ngmresources.com.au
Website: www.ngmresources.com.au

13 December 2010

Company Announcements Office
Australian Securities Exchange
20 Bridge Street
SYDNEY NSW 2000

By Electronic Lodgement

Dear Sir/Madam

Compulsory Acquisition of Outstanding NGM Resources Limited Shares

Late last week Paladin Energy Limited completed the process for compulsorily acquiring the outstanding NGM Resources Limited shares.

Attached is a copy of the letters being dispatched to the former NGM shareholders whose NGM shares were acquired under that process.

Yours faithfully
NGM Resources Limited

A handwritten signature in black ink that reads 'Joanne McDonald'.

JOANNE MCDONALD
Joint Company Secretary

Enc.



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December 2010

[Insert shareholder name]
[Insert shareholder address line 1]
[Insert shareholder address line 2]

Dear Sir/Madam

Compulsory Acquisition of Outstanding NGM Resources Limited Shares

As you may be aware, as a result of the recent takeover bid by Paladin Energy Limited (**Paladin**) for NGM Resources Limited (**NGM**), Paladin acquired 97% of the NGM shares. Consequently, Paladin became entitled to, and has proceeded to, compulsorily acquire the remaining NGM shares which it did not already own under the statutory regime contained in Part 6A.1 Division 1 of the Corporations Act.

Paladin has now completed the compulsory acquisition.

Accordingly to our records, you were one of the NGM shareholders from whom Paladin compulsorily acquired NGM shares. As a result of this acquisition, you are no longer a NGM shareholder.

Paladin has provided the consideration due to you for your NGM shares to NGM. Accordingly, NGM gives notice that it is currently holding that consideration on trust for you pending your instructions. The consideration to which you are entitled is set out in the enclosed Claim Form.

We cannot transfer the consideration to you without your formal instructions. Accordingly, would you please complete the enclosed Claim Form and return it in accordance with the instructions shown on the form. This will let us know that you would like the consideration to be transferred to you at the address specified at the top of the Claim form.

If you have any queries in relation to this process, please contact Rod Somes at Computershare Investor Services Pty Ltd on (08) 9323 2000 (overseas residents: +61 8 9323 2000).

Yours faithfully
NGM Resources Limited

JOANNE MCDONALD
Joint Company Secretary

Enc.

Please return completed form to:
 Computershare Investor Services Pty Limited
 GPO Box D182 Perth
 Western Australia 6840 Australia

A

000001
 000
 SAM
 MR JOHN SMITH 1
 FLAT 123
 123 SAMPLE STREET
 THE SAMPLE HILL
 SAMPLE ESTATE
 SAMPLEVILLE VIC 3030

Securityholder Reference Number (SRN)



I 1234567890 I N D

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

A	B	C	1	2	3
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For your security keep your SRN/HIN confidential.

Claim Form for compulsory acquisition of Shares

This form relates to the consideration to which you are entitled as a result of the compulsory acquisition of your ordinary shares in NGM Resources Ltd (NGM) by Paladin Energy Ltd. This 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 legal advisor immediately.

Use this form to claim the consideration for your NGM Shares

B Consideration

You are entitled to receive one PDN Share for every 23.9 NGM Shares you held (which have now been compulsorily acquired by Paladin Energy Ltd).

Securityholder details	
Subregister	Issuer
Number of NGM Shares formerly held by you	123456789012
Number of Paladin Energy Ltd Shares to which you are entitled	123456789012

C To be completed by Securityholder

I/We, the person(s) named above, refer to the letter from NGM dated 28 October 2010 and:

- instruct NGM in accordance with section 666B(2)(c) of the *Corporations Act 2001* (Cth) to transfer to me/us the consideration due to me/us for the compulsory acquisition of my/our NGM Shares by Paladin Energy Ltd;
- confirm to NGM that the address to which my/our consideration is to be remitted is:
 - the same as in the NGM register immediately before the transfer of my/our NGM Shares to Paladin Energy Ltd; or
 - as follows (only complete if your address has changed);

Insert new address (if applicable):

Note: If you are claiming a new address you must provide certified copies of supporting documents, such as a driver's licence, council rates notices or utility statements that show your new address and your former address as recorded on the NGM register immediately before the transfer of your NGM Shares to Paladin Energy Ltd.

- agree that the transfer of the consideration set out above will be a complete release and discharge of all obligations of Paladin Energy Ltd and NGM to me/us in respect of the consideration for the acquisition of my/our NGM Shares by Paladin Energy Ltd and that NGM will not be responsible for any loss of documents in the ordinary course of post; and
- agree to be bound by the Constitution of Paladin Energy Ltd.

D Sign here - this section must be signed before we can process this form.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Individual or Securityholder 2

Director

Individual or Securityholder 3

Director/Company Secretary

The Directors reserve the right to make amendments to this form where appropriate. Please refer to the lodgement instructions overleaf.

See back of form for completion guidelines

How to complete this Claim Form

A Registration Details

Your consideration will be issued in the name(s) as it appeared on the NGM Register immediately before the transfer of your NGM Shares to Paladin Energy Ltd and is printed on this form, or to the new address you have otherwise nominated on this form.

B Consideration

You are entitled to receive one PDN Share for every 23.9 NGM Shares you held (which have now been compulsorily acquired by Paladin Energy Ltd).

C To be completed by Former Securityholder

If your address has changed from the address specified on this form, complete your new address details in the space provided in paragraph C2 on the front of this form.

If you are claiming a new address you must provide certified copied of supporting documents, such as a driver's licence, council rates notices or utility statements that show your new address and your former address as recorded on the NGM register immediately before the transfer of your NGM Shares to Paladin Energy Ltd.

You should allow sufficient time for processing and payment as NGM accepts no responsibility for any delays in this process.

D Signature(s)

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

(a) Joint holding:

All holders must sign this claim form.

(b) Corporations

This Claim Form must be signed by the authorised officers of the corporation and sealed (if required by, and in accordance with, the corporation's constitution), or must be signed by the corporation's duly appointed attorney.

(c) Power of Attorney and Deceased Estates

If this Claim Form is signed under power of attorney, or by the executors of a deceased estate, or by the administrators, the relevant power of attorney, probate or letters of administration, together with any other documents required by law, must be attached.

If this Claim Form is signed under power or attorney, the attorney declares that they have no notice of revocation of that power.

(d) Trust or Partnership

The signatory must produce the trust instrument, partnership agreement or other authority (or a certified copy of it) to act in that capacity acceptable to NGM Resources Ltd.

Lodgement of Claim Form

This claim form must be sent by mail to:

NGM Resources Ltd

C/- Computershare Investor Services Pty Limited
GPO Box D182
Perth WA 6840

Privacy Statement

Personal information is collected on this form by NGM Resources Ltd, for the purpose of maintaining registers of dissenting securityholders, facilitating 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 NGM Resources Ltd, or you would like to correct information that is inaccurate, incorrect or out of date, please contact NGM Resources Ltd at the above address.

If you have any enquiries concerning the Claim form please contact NGM Resources Ltd at the above address.

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

Computershare Investor Services Pty Limited
GPO Box D182
Perth WA 6840
Australia

