



PALADIN ENERGY LTD

ACN 061 681 098

Ref: 267371

17 May 2012

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

By Electronic Lodgement

Dear Sir/Madam

Filing of Supplemental Tender Offer memorandum on SEDAR – extension of deadline for revocation of tenders

Please see the attached Supplemental Tender Offer Memorandum in relation to Paladin Energy Ltd's (**Paladin**) tender offer for up to U.S.\$200,000,000 of its U.S.\$325,000,000 5.00 per cent. convertible bonds due 2013 (**Tender Offer**).

A news release in respect of an extension of the deadline for revocation of tenders under the Tender Offer has been disseminated in Canada and a copy of the Supplemental Tender Offer Memorandum is being filed with Canadian securities regulators and will be made public on their website for documents filed with them. A copy may be found under Paladin's profile at sedar.com.

Yours faithfully
Paladin Energy Ltd

John Borshoff
Managing Director/CEO

NOTHING IN THIS DOCUMENT CONSTITUTES AN OFFER OF SECURITIES FOR SALE OR AN OFFER TO PURCHASE ANY SECURITIES, OR AN INVITATION TO ANY PERSON TO MAKE SUCH AN OFFER, IN ANY JURISDICTION.

THE TENDER OFFER WILL BE MADE AVAILABLE TO PERSONS IN OTHER JURISDICTIONS ONLY AS PERMITTED BY APPLICABLE LAWS. THE TENDER OFFER WILL NOT COMPLY WITH DIVISION 5A OF PART 7.9 OF THE CORPORATIONS ACT 2001 (CTH) AND ACCORDINGLY WILL ONLY BE MADE AVAILABLE IN AUSTRALIA IN CIRCUMSTANCES PERMITTED BY REGULATION 7.9.97 OF THE CORPORATIONS REGULATIONS 2001 (CTH).

IMPORTANT NOTICE

IMPORTANT: You must read the following disclaimer before continuing. The following disclaimer applies to the attached Supplemental Tender Offer Memorandum and you are therefore required to read this disclaimer page carefully before accessing, reading or making any other use of the Supplemental Tender Offer Memorandum. By accessing the Supplemental Tender Offer Memorandum, you agree to be bound by the following terms and conditions, including any modifications to them from time to time, each time you receive any information from Barclays Bank PLC (the **Dealer Manager**) or The Bank of New York Mellon (the **Tender Agent**) as a result of such access. Capitalised terms used but not otherwise defined in this disclaimer shall have the meaning given to them in the Supplemental Tender Offer Memorandum.

THE ATTACHED SUPPLEMENTAL TENDER OFFER MEMORANDUM MAY NOT BE FORWARDED OR DISTRIBUTED TO ANY OTHER PERSON AND MAY NOT BE REPRODUCED IN ANY MANNER WHATSOEVER. THE SUPPLEMENTAL TENDER OFFER MEMORANDUM MAY ONLY BE DISTRIBUTED TO PERSONS TO WHOM IT IS OTHERWISE LAWFUL TO SEND THE SUPPLEMENTAL TENDER OFFER MEMORANDUM. ANY FORWARDING, DISTRIBUTION OR REPRODUCTION OF THIS DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS DIRECTIVE MAY RESULT IN A VIOLATION OF APPLICABLE LAWS.

The Supplemental Tender Offer Memorandum has been sent to you in an electronic form. You are reminded that documents transmitted via this medium may be altered or changed during the process of transmission and consequently none of the Company, the Dealer Manager, the Tender Agent or any person who controls, or any director, officer, employee, agent or affiliate of, any such person accepts any liability or responsibility whatsoever in respect of any difference between the Supplemental Tender Offer Memorandum distributed to you in electronic format and the hard copy version available to you on request from the Dealer Manager or the Tender Agent.

You are otherwise reminded that the Supplemental Tender Offer Memorandum has been sent to you on the basis that you are a person into whose possession the Supplemental Tender Offer Memorandum may be lawfully delivered in accordance with the laws of the jurisdiction in which you are located or resident and you may not nor are you authorised to deliver the Supplemental Tender Offer Memorandum to any other person.

Any materials relating to the Offer do not constitute, and may not be used in connection with, any form of offer or solicitation in any place where such offers or solicitations are not permitted by law. If a jurisdiction requires that the Offer be made by a licensed broker or dealer and the Dealer Manager or any of its affiliates is such a licensed broker or dealer in that jurisdiction, the Offer shall be deemed to be made by the Dealer Manager or such affiliate, as the case may be, on behalf of the Company in such jurisdiction.

The Supplemental Tender Offer Memorandum may only be communicated to persons in the United Kingdom in circumstances where section 21(1) of the Financial Services and Markets Act 2000 does not apply.

Restrictions: Nothing in this electronic transmission constitutes an offer to buy or the solicitation of an offer to sell securities in any jurisdiction in which such offer or solicitation would be unlawful.

The distribution of the Supplemental Tender Offer Memorandum in certain jurisdictions may be restricted by law. Persons into whose possession the Supplemental Tender Offer Memorandum comes are required by the Company, the Dealer Manager and the Tender Agent to inform themselves about, and to observe, any such restrictions.

SUPPLEMENTAL TENDER OFFER MEMORANDUM dated 16 May 2012 to the TENDER OFFER MEMORANDUM dated 23 April 2012



PALADIN ENERGY LTD

PALADIN ENERGY LTD

(registered under the laws of the Commonwealth of Australia with registered number ACN 061 681 098)

Offer to Repurchase for Cash

up to U.S.\$200,000,000 of its outstanding

**U.S.\$325,000,000 5.00 per cent. Convertible Bonds due 2013
Convertible into Ordinary Shares of Paladin Energy Ltd**

issued on 11 March 2008

(the **Bonds**)

This Supplemental Tender Offer Memorandum is supplemental to, and should be read in conjunction with, the Tender Offer Memorandum dated 23 April 2012 (the **Original Tender Offer Memorandum** and, together with this Supplemental Tender Offer Memorandum, the **Tender Offer Memorandum**) in relation to the invitation by Paladin Energy Ltd (the **Company**) to Bondholders to tender any or all of their Bonds for repurchase by it for cash (the **Offer**).

Save to the extent defined in this Supplemental Tender Offer Memorandum, terms defined or otherwise attributed meanings in the Original Tender Offer Memorandum have the same meaning when used in this Supplemental Tender Offer Memorandum. To the extent that the Original Tender Offer Memorandum is inconsistent with this Supplemental Tender Offer Memorandum, the terms of this Supplemental Tender Offer Memorandum shall prevail.

Dealer Manager

Barclays

GENERAL

This Supplemental Tender Offer Memorandum contains important information which should be read carefully together with the Original Tender Offer Memorandum before any decision is made with respect to the Offer. If any Bondholder is in any doubt as to the action it should take, it is recommended to seek its own financial advice, including as to any tax consequences, from its stockbroker, bank manager, solicitor, accountant or other independent financial adviser. Any individual or company whose Bonds are held on its behalf by a broker, dealer, bank, custodian, trust company or other nominee must contact such entity if it wishes to tender Bonds in the Offer.

The Company accepts responsibility for the information contained in this Supplemental Tender Offer Memorandum. To the best of the knowledge and belief of the Company (having taken all reasonable care to ensure that such is the case), the information contained in this Supplemental Tender Offer Memorandum is in accordance with the facts and does not omit anything likely to affect the import of such information.

Before making a decision with respect to the Offer, Bondholders should carefully consider all of the information in the Tender Offer Memorandum, and in particular, the risk factors described under the heading “*Risk Factors and Other Considerations*” on page 15 of the Original Tender Offer Memorandum.

None of the Company, Barclays Bank PLC (the **Dealer Manager**) or The Bank of New York Mellon (the **Tender Agent**) makes any recommendation whether Bondholders should tender Bonds in the Offer.

No person has been authorised in connection with the Offer to give any information or to make any representation other than those contained in the Tender Offer Memorandum and any such information or representation must not be relied upon as having been authorised by the Company or the Dealer Manager. Neither the delivery of this Supplemental Tender Offer Memorandum nor any repurchase of Bonds shall, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this Supplemental Tender Offer Memorandum or that the information contained in the Tender Offer Memorandum has remained accurate and complete.

Questions and requests for assistance in connection with the Offer, may be directed to the Dealer Manager.

Unless the context otherwise requires, references in the Tender Offer Memorandum to a Bond include the beneficial interest in such Bond.

References in this Tender Offer Memorandum to U.S.\$ refer to United States dollars.

AMENDMENT TO THE ORIGINAL TENDER OFFER MEMORANDUM

Pursuant to the terms of the Original Tender Offer Memorandum, Bondholders were entitled to revoke tenders of Bonds at any time from 9.00 a.m. (London time) on 23 April 2012 to 12.00 noon (London time) on 8 May 2012 (subject to the earlier deadlines required by the Clearing Systems the Clearing Systems and any intermediary through which Bondholders hold their Bonds) (see the section entitled "*Amendment and Termination – Revocation Rights*" in the Original Tender Offer Memorandum.

On 16 May 2012 the Company released its financial report for the nine months ended 31 March 2012. Consequently, the Company hereby informs Bondholders that the deadline for revocation of tenders of Bonds is hereby extended and that Bondholders are entitled to revoke tenders of Bonds at any time until 12.00 noon (London time) on 18 May 2012 (subject to the earlier deadlines required by the Clearing Systems and any intermediary through which Bondholders hold their Bonds). Bondholders wishing to exercise any right of revocation should do so in accordance with the procedures set out in the section entitled "*Procedures for Participating in the Offer*" in the Original Tender Offer Memorandum.

Save as set out above, the terms and conditions of the Offer contained in the Tender Offer Memorandum remain unchanged and in full force and effect.

Requests for information in relation to the Offer should be directed to:

THE DEALER MANAGER

Barclays Bank PLC

5 The North Colonnade
Canary Wharf
London E14 4BB
United Kingdom

For information by telephone: +44 20 7773 8990
Attention: Liability Management Group
Email: eu.lm@barclays.com

Requests for information in relation to the procedures for tendering Bonds in, and for any documents or materials relating to, the Offer should be directed to:

THE TENDER AGENT

The Bank of New York Mellon

One Canada Square
London E14 5AL
United Kingdom

For information by telephone: +44 20 7964 4958
Attention: Les Cummings/Michael Lee
Email: debtstructuring@bnymellon.com

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