



PALADIN RESOURCES LTD

ACN 061 681 098

GRAND CENTRAL 1ST FLOOR, 26 RAILWAY ROAD
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13 April 2007

The Manager
Company Announcements Office
ASX Limited
20 Bridge Street
Sydney NSW 2000

By Electronic Lodgement

Takeover bid for Summit Resources Limited - Third Supplementary Bidder's Statement and Accelerated Payment

We refer to Paladin Resources Ltd's (Paladin) off-market takeover bid for all the fully paid ordinary shares in Summit Resources Limited (Summit).

We attach, by way of service pursuant to paragraph 647(3)(b) of the *Corporations Act 2001* (Cth), Paladin's third supplementary bidder's statement dated 13 April 2007.

For the purposes of ASX Listing Rule 3.2, Paladin gives notice that:

- it had a relevant interest in nil Summit shares when the first of the offers was made; and
- it had a relevant interest in 1.23% of Summit's shares as at the date of the extension of the offer period.

Acceleration of Payment Terms

Paladin also confirms that it will accelerate payment arrangements under the Offer so that Summit shareholders who accept the Offer will receive their Paladin shares **within 3 business days** after the date of receipt of their acceptance (ie settlement on a "T+3" basis).

Yours faithfully

Paladin Resources Ltd

John Borshoff
Managing Director

Attached

1 Third Supplementary Bidder's Statement

Paladin Resources Ltd

ABN 47 061 681 098

Third Supplementary Bidder's Statement

1 Introduction

This document is a supplementary bidder's statement under section 643 of the *Corporations Act 2001* (Cth). It is the third supplementary bidder's statement (**Third Supplementary Bidder's Statement**) issued by Paladin Resources Ltd ABN 47 061 681 098 (**Paladin**) in relation to its off-market takeover bid for all the fully paid ordinary shares in Summit Resources Limited ABN 86 009 474 775 (**Summit**).

This Third Supplementary Bidder's Statement supplements, and should be read together with, Paladin's bidder's statement dated 27 February 2007 (**Bidder's Statement**), its first supplementary bidder's statement dated 15 March 2007 and its second supplementary bidder's statement dated 19 March 2007.

2 Increase in consideration offered and extension to 27 April 2007

On 12 April 2007, Paladin announced to ASX that it intended to increase the consideration offered under the Offer, resulting in an automatic extension of the Offer Period under section 624(2) of the Corporations Act.

Paladin's announcement is attached as Attachment A.

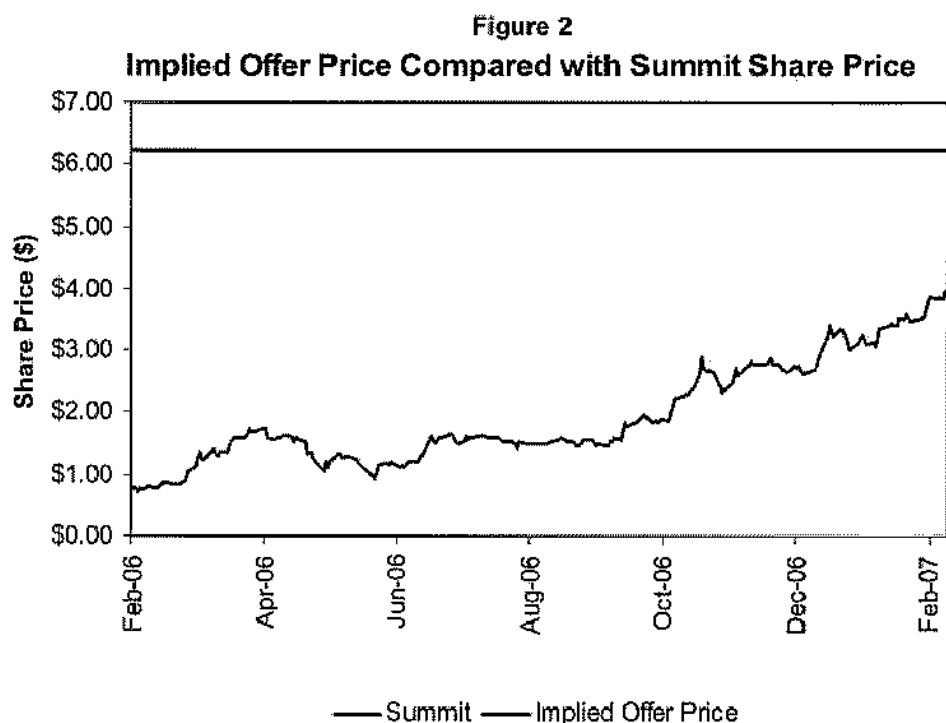
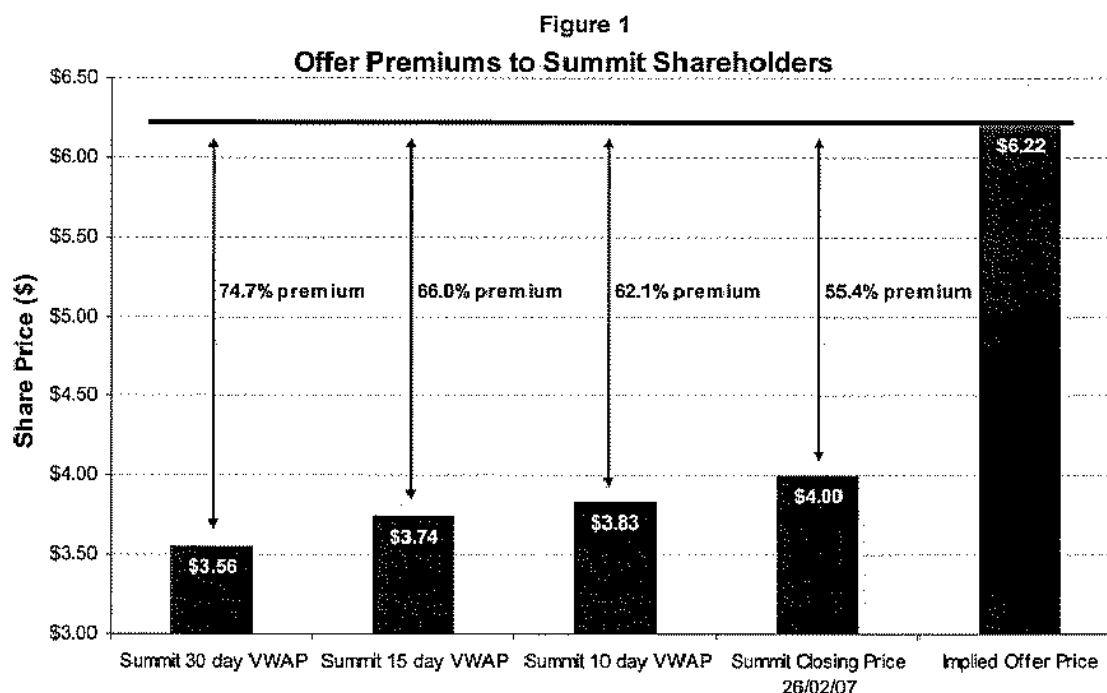
3 Amendments to Bidder's Statement

Paladin amends the Bidder's Statement to reflect the variation of the Offer as follows.

3.1 Information on Offer premiums

Figures 1 and 2 on page 7 of the Bidder's Statement, which provide information on the Offer premiums to Summit shareholders implied by the Offer, are replaced by the updated Figures 1 and 2 below.

The "Implied Offer Price" in the updated Figures 1 and 2 is based on Paladin's increased Offer of 1 Paladin Share for every 1.67 Summit Shares and the price of Paladin Shares at close of trading on ASX on 11 April 2007 (being the day prior to announcement of Paladin's intention to increase the Offer).



3.2 Summarised pro forma balance sheets

Sections 8.2, 8.3 and 8.4 of the Bidder's Statement contain summarised pro forma balance sheets (and information on their preparation) showing the effect on Paladin's financial position (as at 31 December 2006) of certain discrete events relating to the Offer.

Those sections are replaced by the updated sections 8.2, 8.3 and 8.4 attached as Attachment B.

4 Notice of Variation of Offer

On 13 April 2007, Paladin completed dispatch of a Notice of Variation increasing the consideration offered under the Offer.

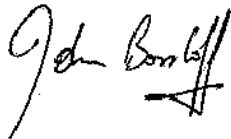
A copy of Paladin's Notice of Variation is attached as Attachment C.

5 Other notices

Unless the context otherwise requires, terms defined in the Bidder's Statement have the same meaning in this Third Supplementary Bidder's Statement.

A copy of this Third Supplementary Bidder's Statement has been lodged with ASIC. Neither ASIC nor any of its officers take any responsibility for its contents.

Signed for and on behalf of Paladin following a unanimous resolution of the directors of Paladin by:

A handwritten signature in black ink, appearing to read 'John Borshoff', with a stylized flourish at the end.

John Borshoff
Managing Director

Dated: 13 April 2007



PALADIN RESOURCES LTD

A.C.N. 061 681 098

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Ref: 56332

12 April 2007

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

By Electronic Lodgement

Dear Sir/Madam

Paladin Raises Bid for Summit Resources and Extends Offer Period

Paladin Resources Ltd ("Paladin") today announced that it intends to increase the consideration offered under its unconditional scrip takeover bid for Summit Resources Limited ("Summit").

Under the increased Offer, Summit shareholders will receive 1 Paladin share for every 1.67 Summit shares. As required by the Corporations Act, Summit shareholders who have already accepted the Offer will automatically be entitled to the increased consideration, and the offer period will automatically be extended by 14 days to 27th April 2007.

The increased Offer is final, meaning that the Offer will not be further increased, in the absence of a Competing Proposal¹.

Furthermore, the extended closing date of 27th April 2007 is **final**, meaning the Offer will not be further extended, in the absence of a Competing Proposal or mandatory requirement under the Corporations Act².

¹ "Competing Proposal", when used in this announcement, refers to any other proposal in relation to Summit from a third party (including the variation of any existing proposal) by way of scheme of arrangement, takeover bid or material placement, or other transaction having substantially similar effect.

² A further mandatory extension of 14 days will apply if Paladin's voting power increases above 50% in the last 7 days of the (extended) Offer period.

Proposed Areva Placement

Yesterday, Summit announced that it had agreed with the French nuclear group, Areva, to issue approximately 19.5 million shares ("Placement Shares") at A\$6.20 per share for A\$121.1m. Areva will also receive an option at its sole discretion ("Share Option") to subscribe for a further approximately 23.85 million shares at A\$7.20 per share to achieve an 18% position in Summit.

In addition to these shares and a right to representation on the Summit board, Areva also benefits from a raft of valuable contractual rights, including pre-emptive rights over Summit's assets, an anti-dilution option, uranium marketing rights over the majority of Summit's share of uranium production and protection against competing bids (break fee; no shop/no talk provisions).

Paladin Managing Director John Borshoff said that it was important for Summit shareholders to realise that when the Areva deal is taken in its entirety, the price Areva is paying for the Placement Shares was substantially below Summit's headline figures.

"The cost to Areva of the Placement Shares is actually A\$6.20 **less** the value of the options and rights granted to Areva. Our valuation of the Share Option alone is A\$0.26 per Placement Share³, implying a value per Summit share of approximately A\$5.94, which is supported by the Summit trading prices after announcement of the proposal. The values of the pre-emptive rights and uranium marketing rights are more difficult to quantify but clearly they are of material value."

Summit Shareholders Should Accept the Revised Paladin Offer

The involvement of Areva is a positive development for Paladin as a Joint Venture Partner at Mt Isa. The discipline, uranium marketing experience and technical skills Areva bring will go some way to bridging the capability gaps and nuclear industry inexperience that exist within Summit. Accordingly, Paladin will be voting its shares in favour of the Areva transaction in late May.

However, the Areva deal alone is **not** the best outcome for Summit shareholders. Paladin remains the only company which has brought a new conventional uranium mine into production in the past decade and will have brought its second mine into production next year. Unlike Summit, Paladin offers direct exposure to uranium price upside today and during the critical shortage period to 2012.

Clearly, in today's tight uranium market, it has been critical to the Areva/Summit deal, that Areva gains marketing rights to the bulk of Summit's possible future production. Access to product is valuable and it must be borne in mind that Paladin controls its own marketing of all its product and will control the marketing of its share of production from Valhalla/Skal. Thus Paladin shareholders will enjoy greater exposure to future developments in the uranium markets and to Paladin's capacity to make strategic use of its current uranium delivery potential.

Summit shareholders who truly want to maximise the value of their exposure to Mt Isa should take the opportunity to swap into Paladin scrip. The increased Offer gives them the opportunity to immediately do so, **realising a substantial premium** to market prices while

³ Based on an underlying Summit share price of A\$5.15, exercise price of A\$7.20, 26 week option duration, 26 week observed historical volatility of 48.5% for Summit and a risk free rate of 6.37% giving a Black & Scholes valuation of A\$0.212 per share subject to the Share Option, which equates to A\$0.259 per Placement Share

still participating, as Paladin shareholders, in upside delivered from ongoing exploration & development at Mt Isa and the contribution of Areva.

Based on the closing price of Paladin shares on Wednesday 11th April 2007 of A\$10.38, the increased Offer values Summit at A\$6.22 per share. This is above the implied Areva subscription price and a 7.2% premium to the closing price for Summit following announcement of the Areva deal on 11th April 2007. It represents a 66% premium to the 15 day VWAP of Summit shares on the ASX prior to launch of Paladin's offer on the 27th of February 2007.

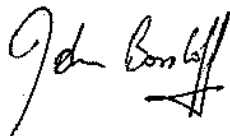
Paladin expects to complete dispatch of its formal Notice of Variation to Summit Shareholders by Friday 13th April 2007. Pursuant to section 624(2) of the Corporations Act, this will result in the automatic extension of the Offer until 27 April 2007.

John Borshoff concluded:

"Summit shareholders should understand the risk that a favourable Federal ALP decision will not lead automatically to a change in the Queensland policy. Premier Peter Beattie has made it clear that if the Federal ALP decision leaves discretion to the State, he will retain a policy against development of Uranium Mines. If this is the case, as conceded by Summit itself, despite the headline valuations placed by Summit on the Areva placement, there is a distinct possibility that Summit share prices will trend down from current levels. This will be exasperated by removal of any take-over premium built into Summit share prices following close of Paladin's Offer, given that Areva will have a blocking stake come late May."

"We encourage Summit shareholders to **accept** our increased offer. Paladin is looking forward to working with Areva to patiently prepare the Mt Isa assets for production if and when the policy in Queensland allows. In the meantime, acceptance of our Offer provides Summit shareholders with the best way to maximise the value of their holding in both the short and longer term."

Yours faithfully
Paladin Resources Ltd



JOHN BORSHOFF
Managing Director

Attachment B

Sections 8.2, 8.3 and 8.4 of the Bidder's Statement are replaced by the updated sections 8.2, 8.3 and 8.4 below.

8.2 Summarised Pro Forma Balance Sheets as at 31 December 2006

(a) 15% ownership of Summit with no control

	Stand alone Paladin Resources Limited US\$'000	Acquisition Entry US\$'000	Pro-forma Paladin Resources Limited US\$'000
Current Assets			
Cash and cash equivalents	270,167	(982)	269,185
Trade and other receivables	5,193	-	5,193
Inventories	94	-	94
Total Current Assets	275,454		274,472
Non Current Assets			
Other financial assets	33,665	152,864	186,529
Property Plant and Equipment	119,041	-	119,041
Capitalised exploration and evaluation expenditure	157,952	-	157,952
Total Non Current Assets	310,658		463,522
Total Assets	586,112		737,994
Current Liabilities			
Trade and other payables	17,046	-	17,046
Unearned revenue	191	-	191
Provisions	412	-	412
Total Current Liabilities	17,649	-	17,649
Non current liabilities			
Trade and other payables	26	-	26
Unearned revenue	676	-	676
Interest bearing loans and borrowings	252,985	-	252,985
Provisions	3,061	-	3,061
Deferred tax liability	19,255	-	19,255
Total Non Current Liabilities	276,003	-	276,003
Total Liabilities	293,652	-	293,652
Net Assets	292,460		444,342

Equity			
Contributed equity	276,253	151,882	428,135
Reserves	52,225	-	52,225
Accumulated losses	(36,018)	-	(36,018)
Total Equity	292,460		444,342

(b) 30% ownership of Summit with significant influence

	Stand alone Paladin Resources Limited US\$'000	Acquisition Entry US\$'000	Pro-forma Paladin Resources Limited US\$'000
Current Assets			
Cash and cash equivalents	270,167	(1,604)	268,563
Trade and other receivables	5,193	-	5,193
Inventories	94	-	94
Total Current Assets	275,454		273,850
Non Current Assets			
Other financial assets	33,665	-	33,665
Property Plant and Equipment	119,041	-	119,041
Capitalised exploration and evaluation expenditure	157,952	-	157,952
Investment accounted for using equity method	-	305,369	305,369
Total Non Current Assets	310,658		616,027
Total Assets	586,112		889,877
Current Liabilities			
Trade and other payables	17,046	-	17,046
Unearned revenue	191	-	191
Provisions	412	-	412
Total Current Liabilities	17,649	-	17,649
Non current liabilities			
Trade and other payables	26	-	26
Unearned revenue	676	-	676
Interest bearing loans and borrowings	252,985	-	252,985
Provisions	3,061	-	3,061
Deferred tax liability	19,255	-	19,255
Total Non Current Liabilities	276,003	-	276,003
Total Liabilities	293,652	-	293,652

Net Assets	292,460	596,225
Equity		
Contributed equity	276,253	303,765
Reserves	52,225	-
Accumulated losses	(36,018)	-
Total Equity	292,460	596,225

(c) 50.1% ownership of Summit with full control and external minority interest

	Stand alone		Pro-forma	Stand alone		Pro-forma
	Paladin Resources Limited US\$'000	Acqn Entry US\$'000	Paladin Resources Limited US\$'000	Summit Resources Limited US\$'000	Consol adjustment US\$'000	Merged Entity US\$'000
Current Assets						
Cash and cash equivalents	270,167	(2,247)	267,920	10,848	-	268,086
Trade and other receivables	5,193	-	5,193	356	-	5,350
Inventory	94	-	94	-	-	94
Funds on deposit	-	-	-	81	-	10,558
Total Current Assets	275,454		273,207	11,285	-	284,088
Non Current Assets						
Other financial assets	33,665	509,534	543,199	-	(509,534)	33,665
Property Plant and Equipment	119,041	-	119,041	1,299	-	120,340
Capitalised exploration and evaluation expenditure	157,952	-	157,952	9,076	1,420,593	1,587,621
Total Non Current Assets	310,658		820,192	10,375		1,741,626
Total Assets	586,112		1,093,399	21,660		2,026,118
Current Liabilities						
Trade and other payables	17,046	-	17,046	375	-	17,421
Unearned revenue	191	-	191	-	-	191
Provisions	412	-	412	12	-	424
Total Current Liabilities	17,649	-	17,649	387	-	18,036
Non current liabilities						
Trade and other payables	26	-	26	-	-	26
Unearned revenue	676	-	676	-	-	676

Interest bearing loans and borrowings	252,985	-	252,985	-	-	252,985
Provisions	3,061	-	3,061	-	-	3,061
Deferred tax liability	19,255	-	19,255	-	425,503	444,758
Total Non Current Liabilities	276,003	-	276,003	-		701,506
Total Liabilities	293,652	-	293,652	387		719,542
Net Assets	292,460		799,747	21,273		1,306,576
Equity						
Contributed equity	276,253	507,287	783,540	29,089	(29,089)	783,540
Reserves	52,225	-	52,225	-	-	52,225
Minority Interest	-	-	-	-	506,829	485,290
Accumulated losses	(36,018)	-	(36,018)	(7,816)	7,816	(36,018)
Total Equity	292,460		799,747	21,273		1,306,576

(d) 100% ownership of Summit

	Stand alone Paladin Resources Limited US\$'000	Acqn Entry US\$'000	Pro-forma Paladin Resources Limited US\$'000	Pro-forma Stand alone Summit Resources Limited US\$'000	Consol adjustment US\$'000	Pro-forma Merged Entity US\$'000
Current Assets						
Cash and cash equivalents	270,167	(3,552)	266,615	10,848	-	266,781
Trade and other receivables	5,193	-	5,193	356	-	5,350
Inventories	94	-	94	-	-	94
Funds on deposit	-	-	-	81	-	10,558
Total Current Assets	275,454		271,902	11,285	-	282,783
Non Current Assets						
Other financial assets	33,665	1,016,101	1,049,766	-	(1,016,101)	33,665
Property Plant and Equipment	119,041	-	119,041	1,299	-	120,340
Capitalised exploration and evaluation expenditure	157,952	-	157,952	9,076	1,419,661	1,586,689
Total Non Current Assets	310,658		1,326,759	10,375		1,740,694
Total Assets	586,112		1,598,661	21,660		2,023,881
Current Liabilities						
Trade and other payables	17,046	-	17,046	375	-	17,421

Unearned revenue	191	-	191	-	-	191
Provisions	412	-	412	12	-	424
Total Current Liabilities	17,649	-	17,649	387	-	18,036
Non current liabilities						
Trade and other payables	26	-	26	-	-	26
Unearned revenue	676	-	676	-	-	676
Interest bearing loans and borrowings	252,985	-	252,985	-	-	252,985
Provisions	3,061	-	3,061	-	-	3,061
DTL	19,255	-	19,255	-	424,833	444,088
Total Non Current Liabilities	276,003	-	276,003	-		700,836
Total Liabilities	293,652	-	293,652	387		718,872
Net Assets	292,460		1,305,009	21,273		1,305,009
Equity						
Contributed equity	276,253	1,012,549	1,288,802	29,089	(29,089)	1,288,802
Reserves	52,225		52,225	-	-	52,225
Minority Interest	-		-	-	-	-
Accumulated losses	(36,018)		(36,018)	(7,816)	8,039	(36,018)
Total Equity	292,460		1,305,009	21,273		1,305,009

8.3 Basis of preparation of the Pro Forma Balance Sheets

For the purposes of preparing the Pro Forma Balance Sheets, Paladin has utilised the unaudited balance sheet of Summit as at 31 December 2006 extracted from its Financial Report Half Year ended 31 December 2006 as lodged with ASX on 14 March 2007.

Paladin has utilised its 31 December 2006 Second Quarter and Half Year Report lodged with ASX on 9 February 2007.

Paladin uses a US dollar presentation currency. Accordingly, the balance sheet of Summit has been translated from Australian dollars to US dollars based on the assumptions set out in section 8.4 below.

Acquisition accounting entries have been made, consistent with the terms of the Offer and the assumptions set out in section 8.4 below, in order to arrive at an unaudited pro forma consolidated balance sheet of Paladin (in the case of 15% and 30% ownership) or the Merged Entity (in the case of 50.1% and 100% ownership) as at 31 December 2006.

The directors of Paladin will undertake a comprehensive assessment of the fair value of the assets and liabilities acquired after the transaction has been completed.

The Pro Forma Balance Sheets are indicative only. The Paladin directors have drawn their conclusions based on the known facts and other information publicly available as at the date of this Third Supplementary Bidder's Statement. If the facts, circumstances, assumptions or other information should prove different to that described, the conclusions may change accordingly.

All adjustments have been made in accordance with Australian Accounting Standards.

8.4 Adjustments and assumptions used in preparing the Pro Forma Balance Sheets

The following adjustments and assumptions have been made in the preparation of the Pro Forma Balance Sheets as set out in section 8.2 above:

Paladin's Ownership Interest in Summit				
	15%	30%	50.1%	100%
Accounting policies applied by Summit	N/A	N/A	The accounting policies applied by Summit have been consistently applied in the preparation of the Pro Forma Balance Sheets, and no review has been made on the appropriateness of these policies or accounting treatments	
Exchange rate applied to convert A\$ to US\$	A rate of 1.26846 has been used for the purpose of the Pro Forma Balance Sheets			
Number of Paladin Shares issued to Summit shareholders at a ratio of 1 Paladin Share per 1.67 Summit Shares	17,734,134	35,468,267	59,232,006	118,227,557
Price offered per Summit Share pursuant to the Offer as varied and before costs ¹	US\$5.13 (A\$6.22) which is the price at 11 April (implies a price of US\$8.56 (A\$10.38) per Paladin Share).			
Approximate transaction costs	US\$982,000	US\$1,604,000	US\$2,247,000	US\$3,552,000
Computershare costs	Computershare costs have not been reflected in the Pro Forma Balance Sheets. The likely costs are estimated to be approximately US\$24,000 and not material to the overall transaction for the purpose of preparing the Pro Forma Balance Sheets.			
Excess of consideration over fair value of Summit net assets	N/A	The excess of consideration paid over the fair value of Summit's non mineral assets resulting from the transaction has been attributed in full to exploration properties		
Exploration & evaluation asset uplift as a result of the assumption above	N/A	N/A	US\$1,420,593,000	US\$1,419,661,000
Deferred Tax asset	N/A	N/A	Recognised at 30% of the transaction costs and netted off against the	

Paladin's Ownership Interest in Summit				
	15%	30%	50.1%	100%
			deferred tax liability. The deferred tax asset has been recognised as an asset acquired as part of the business combination.	
Deferred Tax Liability	N/A	N/A	Recognised at 30% of the uplift in the exploration & evaluation asset	
Tax base of Exploration & evaluation asset	N/A	N/A	Zero tax base	Nil deductible tax base
Notes:				
1	An exchange rate of 1.21286 has been used to convert the Australian dollar issue price to US dollars at 11 April 2007.			

Notice of Variation of Offer

Paladin Resources Ltd ABN 47 061 681 098

To: **Summit Resources Limited ABN 86 009 474 775**

Australian Securities and Investments Commission

Each person to whom offers were made under the takeover bid referred to in this notice

Paladin Resources Ltd (**Paladin**) gives notice under section 650D(1) of the *Corporations Act 2001* (Cth) that:

- 1 It varies its takeover offers dated 15 March 2007 (**Offer**), contained in its bidder's statement dated 27 February 2007 (**Bidder's Statement**), for all of the fully paid ordinary shares in Summit Resources Limited (**Summit**), by increasing the number of securities offered so that Summit shareholders who accept the Offer will receive one Paladin share for every 1.67 Summit shares.
- 2 The Bidder's Statement is varied by replacing '2.04' with '1.67':
 - (a) on the cover page;
 - (b) in section 13.1(b); and
 - (c) in each place where reference is made to that figure in connection with the number of Summit shares for which accepting Summit shareholders will receive one Paladin share.

Notice under section 624(2)

The effect of this Notice of Variation is to improve the consideration offered under the Offer within the last seven days of the Offer period.

As a result of the operation of subsection 624(2) of the *Corporations Act 2001* (Cth), the Offer period has been automatically extended so that it is now scheduled to close 14 days after the date the variation is effected. Accordingly, the Offer is now scheduled to close at 5:00pm (Perth, Western Australia time) on 27 April 2007 (unless further extended).

As a result of the above, the Bidder's Statement is varied by replacing '16 April 2007' with '27 April 2007':

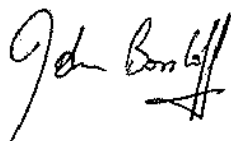
- (a) in section 13.2(a) of the Bidder's Statement; and
- (b) in each place where the closing date for the Offer is specified in the Bidder's Statement or the Acceptance Form.

Lodgement with ASIC

A copy of this notice was lodged with ASIC on 12 April 2007. ASIC takes no responsibility for the contents of this notice.

Date: 12 April 2007

Signed for and on behalf of Paladin Resources Ltd pursuant to a resolution passed by its directors by:



John Borshoff
Director