

24 July 2013

ASX Release

ASX Code: CXX

COMPLETION OF THE ACQUISITION OF
PANDA HILL MINING PTY LTD

Cradle Resources Limited (**Company**) is pleased to confirm that, following satisfaction of all the conditions precedent under the Share Sale Agreement, as varied by the Variation of Share Sale Agreement (**Share Sale Agreement**) entered into among the Company, Panda Hill Mining Pty Ltd (**Panda Hill**) and the Panda Hill shareholders (**Vendors**), the Board has resolved to complete the transaction to acquire 100% of the issued capital of Panda Hill, an unlisted proprietary company limited by shares with niobium assets in Tanzania, East Africa.

As detailed in the Replacement Prospectus announced 20 June 2012 (**Prospectus**), in exchange for the Company acquiring 100% of the issued capital of Panda Hill, the Company has today issued, by way of consideration, 37,500,000 ordinary shares (**Shares**), 18,750,000 Class A Performance Shares and 18,750,000 Class B Performance Shares to the Vendors (in proportion to their existing holdings in Panda Hill), all of which will be escrowed for a period of 24 months from the date of re-admission of the Company's securities on ASX.

In consideration for the provision of the Panda Hill loans by the Panda Hill lenders to the Company (as announced in the Prospectus), the Company has also issued today 3,750,000 Shares to the Panda Hill lenders.

Following completion, the Company has appointed Mr Grant Davey as Managing Director of the Company and has changed the Company's registered office and principal place of business to:

Level 21, Allendale Square
77 St Georges Terrace
Perth WA 6000

Grant Davey
Managing Director