



Anvil Mining Limited

1 July 2004

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Listings Officer
Australian Stock Exchange
Level 8 Exchange Centre
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PERTH WA 6000

Anvil Mining Limited

Pursuant to certain undertakings given by Anvil Mining Limited to the Australian Stock Exchange Limited, we are wish to advise the following:

The Top 20 shareholders at the 17 of June 2004 is attached. This is in fact the effective date for the Scheme of Arrangement between the Company and the shareholders of Anvil Mining NL.

A Summary of Canadian Legal Requirements Respecting the Acquisition of Securities of Anvil Mining Limited is also attached.

Kind regards,

Tara Robson
Corporate Secretary

Enc:

Summary of Canadian Legal Requirements Respecting the Acquisition of Securities of Anvil Mining Limited

The following highlights the Canadian legal requirements applicable to persons who wish to acquire a substantial shareholding in Anvil Mining Limited ("Anvil"). As Anvil is incorporated under the laws of the Northwest Territories in Canada, chapters 6, 6A, 6B and 6C of the Australian *Corporations Act 2001* do not apply to Anvil or to persons acquiring interests in it.

The applicable Canadian laws, like their Australian equivalent, are very technical. Shareholders should therefore consult their own Canadian legal advisors with respect to these matters rather than relying upon this summary.

Early Warning Reporting and Conduct of Takeover Bids

Canadian securities laws include a comprehensive code governing both the reporting of the acquisition of significant shareholdings and the conduct of takeover bids. For the purposes of these rules, a person is deemed to own all Common Shares and securities convertible into Common Shares that are owned directly or indirectly by or over which control or direction is exercised by, persons acting jointly or in concert with that person. Anvil's Common Shares trade on the Australian Stock Exchange in the form of CDIs, with each 10 CDIs being equal to one Common Share. For the purposes of these rules, the CDIs are considered to be a security convertible into Common Shares.

Early Warning Reporting

Under applicable Canadian securities legislation, any person who directly or indirectly acquires beneficial ownership of, or the power to exercise control or direction over, Common Shares (or securities convertible into Common Shares) of Anvil that, together with any Common Shares held by that person, would constitute 10% or more of the outstanding Common Shares, must forthwith issue a news release in Canada announcing the number of such securities they hold and their intentions with respect to the securities of Anvil. A formal report (an "early warning report") setting forth this information is also required to be filed with the Canadian Securities Commissions in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba and Ontario within two business days of the acquisition of Common Shares (or convertible securities) that results in the person holding 10% or more of such securities.

Whenever a person who has filed an early warning report acquires an additional 2% of Anvil's Common Shares (including securities convertible into Common Shares), or if there is a change in a material fact disclosed in a previously filed report, an additional report must be filed within the same time limits.

Takeover Bid Rules

Any person who acquires or offers to acquire 20% or more of Anvil's Common Shares is deemed to be making a takeover bid. The applicable Canadian securities legislation generally provides that takeover bids must:

- be made available to all shareholders,
- be open for acceptance for a minimum of 35 days,
- offer identical consideration to all shareholders, and
- be made by a takeover bid circular containing prescribed information about the bidder and its intentions with respect to Anvil.

There are also rules that require the bidder to offer at least as high a price and offer to acquire at least as great a percentage as any the bidder gave to any other person in the 90-day period preceding the bid.

There are various statutory exemptions available from these rules. In particular, a person may acquire up to 5% of Anvil's Common Shares in any 12 month period at prices not in excess of "market price" (plus brokerage). Also, a person may

acquire Common Shares of Anvil from no more than five persons in private transactions at no more than 115% of "market price".

Insider Reporting

A person who acquires direct or indirect beneficial ownership of or the power to exercise control or direction over, more than 10% of the Common Shares of Anvil is considered to be an "insider" of Anvil. Each insider must file an initial insider report in prescribed form within 10 days of becoming an insider disclosing the holdings of that person. A further insider report must be filed within 10 days of any change in the ownership or control or direction over securities of Anvil by that insider.

Insider reports are filed electronically using the System for Electronic disclosure by Insiders (or SEDI) established by the Canadian securities Administrators. Further information about SEDI can be found at the SEDI website: www.sedi.ca.

Compulsory Acquisition

A person who acquires 90% of the outstanding Common Shares in a takeover bid (other than any Common Shares owned by that person, its affiliates and associates at the commencement of the bid), may acquire any remaining Common Shares. The shares will be acquired at the price paid in the takeover bid unless the minority shareholder demands that they be acquired at fair value, as determined by the Court.

Restrictions on Foreign Investment - Investment Canada Act

The Structure of the Act

The *Investment Canada Act* requires acquisitions of existing Canadian businesses by foreign nationals to be reviewed by the Investment Canada division of Industry Canada when the value of the acquired business exceeds C\$5 million. However, under the agreement establishing the World Trade Organization ("WTO"), a special status is conferred upon nationals of WTO member states and entities controlled by them. The investment threshold limit applicable to WTO investors (which includes Australians and Australian controlled companies) is currently (2004 year) businesses with assets valued at C\$237 million. The threshold limit is adjusted annually based on the change to the Canadian GDP in each succeeding year. Any transaction below the current threshold is not reviewable unless the Canadian business is a "cultural business", provides any financial service, engages in the production of uranium or provides any transportation service. Anvil does not currently carry on any business that would require review for an acquisition under the threshold.

In order for a reviewable transaction to be approved by Investment Canada, it must result in a "net benefit" to Canada. The *Investment Canada Act* sets out a number of factors that are to be taken into account in determining whether the proposed investment is of net benefit to Canada, including the effect of the investment on the level and nature of economic activity in Canada and the degree and significance of participation by Canadians in the existing and proposed businesses. Factors such as continued employment and infusion of capital by the acquiror are particularly significant to Investment Canada and assist in meeting the net benefit test. Conversely, plans to downsize following a merger can be impediments to achieving approval for the investment.

Investments by non-Canadians in non-reviewable acquisitions and in the establishment of a new business are subject only to a notice filing requirement that must be made within 30 days following implementation of the investment.

Investment Review

If a proposed investment is subject to review, the Minister of Industry who is responsible for Investment Canada, will, on recommendation of Investment Canada, either approve or not approve the proposed investment. The Minister of Industry has the power to order divestiture of control of a Canadian business that is the subject of an investment. The *Investment Canada Act* allows for negotiations to take place between Investment Canada and the investor to amend the terms of the application to provide for commitments, plans and undertakings, including with respect to the expenditure of certain amounts on capital or technology as well as the maintenance of employment levels or retaining head office functions in Canada so that the application is more acceptable to the Minister. Investment Canada, in the course of its review, will seek

input from provincial governments or other government departments that they believe may be affected by, or have an opinion on, the investment.

Waiting Periods

If a review is required, then Investment Canada must, within 45 days after receipt of a complete review application, advise the investor whether or not the investment is, in the view of the Minister, of net benefit to Canada. The Minister is entitled to a 30-day extension, on notice to the investor, for completion of the review. After such time, the Minister may request an extension, which must be mutually agreed to by the investor.

Competition Review of Mergers

The *Competition Act* (Canada) defines a merger to include any acquisition, direct or indirect, by one or more persons, by any means, of control over, or significant interest in, the whole or part of a business of a competitor, supplier, customer or other person. An acquisition of control of Anvil would therefore be a merger for the purposes of this legislation.

The Commissioner of Competition may apply to the Competition Tribunal for a review of any merger or proposed merger. If the Tribunal determines that a merger or proposed merger prevents or lessens or is likely to prevent or lessen competition substantially, then the Tribunal has the power to prohibit or dissolve the merger or order divestiture of assets or shares. The Commissioner may make the application at any time up to three years after a merger has been consummated if, in the Commissioner's opinion, the merger raises concerns of substantial lessening of competition in the relevant market.

Pre-Merger Notification

The parties to a proposed merger must notify the Competition Bureau prior to completion of the transaction where the transaction exceeds two threshold tests.

The first threshold is met if the parties to the transaction, together with their affiliates, have assets in Canada or gross annual revenues from sales in or from Canada, that exceed C\$400 million. For the purposes of this test, the *Competition Act* deems the parties to a proposed acquisition of shares to be the person or persons who propose to acquire the shares and the corporation the shares of which are to be acquired.

The second threshold is met if the transaction is an acquisition, direct or indirect, of an operating business that has assets in Canada the value of which exceeds C\$50 million or gross revenues from sales in or from Canada generated from those assets exceeding C\$50 million. In the case of an amalgamation where at least one of the amalgamating corporations carries on, or controls a company that carries on, an operating business in Canada, the threshold is met if the continuing corporation (or corporations controlled by the continuing corporation) has assets in Canada the value of which exceeds C\$70 million or gross revenues from sales in or from Canada generated from those assets exceeding C\$70 million. Given the broad definition of merger, an acquisition of 20% of all outstanding publicly trading voting shares of a company or the acquisition of 35% of all outstanding voting shares of a private company that is, or controls, an operating business with assets or gross revenues that meet the prescribed threshold will require pre-merger notification.

Filing and Waiting Periods

Where pre-notification is required, one or more of the parties involved in the transaction must file a notice of the proposed merger and provide the prescribed information. There are two possible filings, a "long form" and a "short form". The Bureau reserves the right to require a party submitting a short form filing to file the information contained in a long form filing.

If a short form is filed and accepted as complete by the Bureau, the parties may not complete the merger until 14 days after the short form notification has been receipted by the Bureau, provided that the Bureau does not require the applicant to file a long form. Generally speaking, if the short form has been correctly completed, the Bureau will issue its receipt within one business day following submission. However, the Bureau may notify the applicant that its application is incomplete, and the waiting period will not commence until the Bureau is satisfied that all required information has been received.

If a long form is filed, and accepted as complete by the Bureau, the parties may not complete the merger until 42 days after the long form notification has been receipted by the Bureau.

Advance Ruling Certificates

Where the Commissioner is satisfied, upon application by a party or parties to a proposed transaction, that there would not be sufficient grounds on which to apply to the Tribunal for an order under the merger provisions regarding the transaction, the Commissioner may issue an advance ruling certificate ("ARC") to this effect. The Commissioner is required to consider any request for an ARC as expeditiously as possible.

If the transaction to which an ARC relates is substantially completed within one year after the ARC is issued, the Commissioner may not apply to the Tribunal for a review of the transaction solely on the basis of information that is the same or substantially the same as the information on the basis of which the ARC was issued.

**Anvil Mining Limited Top 20 (as known)
At 17 June (Effective Date)**

Name of Holder	Post offering	% of Total
1 International Quantum Resources Ltd	4,029,617	17.1%
2 Anz Nominees Limited	3,458,426	14.7%
3 Westpac Custodian Nominees Limited	1,480,232	6.3%
4 Canadian Depository	1,320,000	5.6%
5 Wintercoast Pty Ltd	1,124,661	4.8%
6 Citicorp Nominees Pty Limited <CS W/Sale GBL Res Fund>	958,411	4.1%
7 Bayfalls Pty Ltd	958,348	4.1%
8 RMB Australia Holdings Limited	808,351	3.4%
9 Citicorp Nominees Pty Limited	677,052	2.9%
10 National Nominees Limited	576,099	2.4%
11 Miningnut Pty Ltd	572,500	2.4%
12 Stadiums Pty Ltd <No 1 Account>	312,000	1.3%
13 Citicorp Nominees Pty Limited <CFSIL CFS WS Small Comp A/C>	164,524	0.7%
14 Colgwe! Pty Ltd	120,000	0.5%
15 Mr Trevor Darrel Steward Green and Mrs Jasmin Frances Green	120,000	0.5%
16 HSBC Custody Nominees (Australia) Limited	120,000	0.5%
17 Forsyth Barr Ltd <Nominee A/C>	116,870	0.5%
18 Mr Bryan Welch	100,000	0.4%
19 Mr Anthony Wallis	71,750	0.3%
20 Gwynvill Trading Pty Limited <No 3 A/C>	70,000	0.3%
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	17,158,841	72.8%
 Total shares on issue post offering		 23,554,229