

16 October 2019

ASX Limited
Central Park
Level 152-158 St Georges Terrace
PERTH WA 6000

Northern Star acquires control of Echo Resources

Echo Resources Limited (ASX: EAR) (**Echo** or **Company**) refers to the off-market takeover bid by Northern Star Resources Limited ACN 092 832 892 (**Northern Star**) for all shares in the Company (**Northern Star Offer**).

Echo advises that, as at the close of business on 14 October 2019, Northern Star has, through a combination of its pre-existing stake, acceptances of the Northern Star Offer and on-market acquisitions, acquired a relevant interest in 59.3% of the Echo shares. Accordingly, with the Northern Star Offer being unconditional, Northern Star has acquired control of Echo.

In accordance with the provisions of the Bid Implementation Agreement dated 26 August 2019 between Echo and Northern Star (**BIA**), the Independent Non-Executive Directors have tendered their resignation. The departing Non-Executive Directors include Chairman Alistair Cowden and Non-Executive Directors Mark Hanlon and Anthony McIntosh. Nominees of Northern Star, being Ryan Gurner (Northern Star's Chief Financial Officer) and Sarah Curnow (Northern Star's Legal Counsel and Assistant Company Secretary), have been appointed to the Board of Echo. Northern Star's incumbent nominee Non-Executive Director Alan Thom will remain on the board.

Further, as provided for in the BIA, the employment of the Managing Director of Echo, Mr Victor Rajasooriar and Chief Financial Officer, Richard Hill, has been terminated, as has the employment of certain other head office personnel.

Kate Stoney has been made redundant as General Manager Finance and Administration but remains as Echo Company Secretary on an interim basis.

Mr John Zimmerman, Echo's Registered Manager, has been appointed as interim Chief Executive Officer. The key terms of the interim CEO executive employment agreement are set out in Appendix 1.

The incoming Board thanks all departing directors and employees for their contributions to the company.

As disclosed in Echo's announcement to ASX dated 8 October 2019, all the outgoing Directors of Echo have accepted the Northern Star Offer in respect of the Echo shares they previously held or controlled. None of the outgoing Directors of Echo have withdrawn their unanimous recommendation that shareholders accept the Northern Star Offer in the absence of a superior proposal.

Yours sincerely,

A handwritten signature in black ink that reads "Kate Stoney".

Kate Stoney
Company Secretary
Echo Resources Ltd

**APPENDIX 1: SUMMARY OF MATERIAL TERMS OF INTERIM CHIEF EXECUTIVE OFFICER
EMPLOYMENT AGREEMENT**

| Item | Details |
|---------------------------------------|---|
| Total Fixed Remuneration (TFR) | Cash remuneration comprises base salary of \$250,000 per annum plus superannuation of \$25,000 per annum. Total TFR \$275,000 per annum |
| Contract Term | No fixed term, ongoing until terminated by either party in accordance with the terms of the Employment Agreement. |
| Commencement | 15 October 2019 |