

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme Royalco Resources LimitedACN/ARSN 53 096 321 532**1. Details of substantial holder (1)**Name Keryn Anne Topham & Associates

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

13/12/2016The previous notice was given to the company on 1/7/2008The previous notice was dated 1/7/2008**2. Previous and present voting power**

The total number of votes attached to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) had a relevant interest (3) in when last required, and when now required, to give a substantial holding notice to the company or scheme, are as follows:

Class of securities (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary Shares	5,180,400	9.75%	3,136,400	5.95%

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder or an associate in voting securities of the company or scheme, since the substantial holder was last required to give a substantial holding notice to the company or scheme are as follows:

Date of change	Person whose relevant interest changed	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
		refer Annexure A			

**4. Present relevant interests**

Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
		refer Annexure A			

## 5. Changes in association

The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

## 6. Addresses

The addresses of persons named in this form are as follows:

Name	Address
K A Topham	2 La Trobe Court Wheelers Hill Vic 3150
Mr PJ Topham & Mrs KA Topham - Kezzannie Super Fund Account	2 La Trobe Court Wheelers Hill Vic 3150

## Signature

print name Keryn Anne Topham

capacity

sign here

*Keryn Topham*

date 19/12/2016

## DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially similar, they may be referred to throughout the form as a specifically named group if the membership of each group, with the names and addresses of members is clearly set out in paragraph 6 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (4) The voting shares of a company constitute one class unless divided into separate classes.
- (5) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) Include details of:
  - (a) any relevant agreement or other circumstances because of which the change in relevant interest occurred. If subsection 671B(4) applies, a copy of any document setting out the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme or arrangement, must accompany this form, together with a written statement certifying this contract, scheme or arrangement; and
  - (b) any qualification of the power of a person to exercise, control the exercise of, or influence the exercise of, the voting powers or disposal of the securities to which the relevant interest relates (indicating clearly the particular securities to which the qualification applies).

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a contingency. Details must be included of any benefit paid on behalf of the substantial holder or its associate in relation to the acquisitions, even if they are not paid directly to the person from whom the relevant interest was acquired.
- (8) If the substantial holder is unable to determine the identity of the person (eg. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.



## Annexure A

## Changes in Relevant Interest

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and no of securities affected	Person's votes affected
23/7/2010	National Nominees Ltd Freedom of Choice Super Fund A/C PJ Topham	On Market purchase	\$17,740.29	43,269 Ordinary shares	43,269
23/7/2010	National Nominees Ltd Freedom of Choice Super Fund A/C PJ Topham	On Market purchase	\$2,774.89	6,731 Ordinary shares	6,730
25/8/2010 & 26/8/2010	National Nominees Ltd Freedom of Choice Super Fund A/C PJ Topham	On Market purchase	\$9,336.75	22,850 Ordinary shares	22,850
27/8/2010 & 31/8/2010	National Nominees Ltd Freedom of Choice Super Fund A/C PJ Topham	On Market purchase	\$2,895.75	7,150 Ordinary shares	7,150
10/6/2011	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$40,722.75	100,000 Ordinary shares	100,000
24/5/2012	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$67,871.25	150,000 Ordinary shares	150,000
1/4/2012	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$9,652.80	40,000 Ordinary shares	40,000
28/10/2014	Porthill Resources Pty Ltd	Distribution of RCO shares to shareholders of Porthill.	\$68,936.40	530,400 ordinary shares disposed.	(530,400)
	PJ & KA Topham Kezannie Super Fund A/C			265,140 ordinary shares aquired	265,140
4/5/2015	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$5,966.25	27,750 Ordinary shares	27,750
6/5/2015 & 7/5/2015	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$15,233.75	72,75 Ordinary shares	72,750
25/9/2015 & 28/9/2015	PJ & KA Topham Kezannie Super Fund A/C	On Market purchase	\$27,790.00	119,500 Ordinary shares	119,500

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15/10/2015	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$880.00	4,000 Ordinary shares	4,000
29/10/2015	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$17,595.00	76,500 Ordinary shares	76,500
5/2/2016	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$10,500	50,000 Ordinary shares	50,000
17/3/2016	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$7,980.00	38,000 Ordinary shares	38,000
23/3/2016	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$19,950.00	95,000 Ordinary shares	95,000
12/4/2016	PJ & KA Topham Kazannie Super Fund A/C	On Market purchase	\$3,750.00	17,000 Ordinary shares	17,000
13/12/2016	KA Topham	Off Market sale	\$533,800.00	2,669,000 Ordinary shares	2,669,000

## Present Relevant Interests

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Nature of relevant interest	Class and no of securities	Person's votes
KA Topham	KA Topham	KA Topham	Controller of shares held under S608	1,861,000	1,861,000
PJ & KA Topham Kazannie Super Fund A/C	PJ & KA Topham Kazannie Super Fund A/C	PJ & KA Topham Kazannie Super Fund A/C	Controller of shares held under S608	1,275,140	1,275,140