

**FORM 603**  
Corporations Act 2001  
Section 671B

**NOTICE OF INITIAL SUBSTANTIAL HOLDER**

To: Company Name/Scheme **BCD Resources NL**

ACN/ARSN **057 793 834**

**1. Details of Substantial Holder (1)**

Name **Earglow Pty Limited <Boorne Super Fund A/C>**

ACN/ARSN (if applicable) **055 664 769**

The holder became a substantial holder on **30/06/2014**

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of Securities	Person's Votes (5)	Voting Power (6)
<b>Ordinary Fully Paid</b>	<b>13,500,000</b>	<b>13,500,000</b>	<b>11.55%</b>

**3. Details of Relevant Interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of Relevant Interest	Nature of Relevant Interest (7)	Class and Number of Securities
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>Direct</b>	<b>3,500,000</b>
<b>Earglow Pty Ltd &lt;Boorne Super Fund A/C&gt;</b>	<b>Direct</b>	<b>10,000,000</b>

**4. Details of Present Registered Holders**

The persons registered as holders of the securities referred to in Paragraph 3 above are as follows:

Holder of Relevant Interest	Registered Holder of Securities	Person Entitled to be Registered as Holder (8)	Class and Number of Securities
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>3,500,000</b>
<b>Earglow Pty Ltd &lt;Boorne Super Fund A/C&gt;</b>	<b>Earglow Pty Ltd &lt;Boorne Super Fund A/C&gt;</b>	<b>Earglow Pty Ltd &lt;Boorne Super Fund A/C&gt;</b>	<b>10,000,000</b>

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of Relevant Interest	Date of Acquisition	Consideration (9)		Class and Number of Securities
		Cash	Non-Cash	
<b>Earglow Pty Ltd &lt;Boorne Super Fund A/C&gt;</b>	<b>30 June 2014</b>	<b>\$330,000.00</b>		<b>10,000,000</b>
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>30 June 2014</b>	<b>\$6,824.64</b>		<b>205,232</b>
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>25 June 2014</b>	<b>\$3,297.42</b>		<b>94,212</b>
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>24 June 2014</b>	<b>\$19.46</b>		<b>556</b>
<b>Earglow Pty Limited &lt;Boorne Super Fund A/C&gt;</b>	<b>23 June 2014</b>	<b>\$7,000.00</b>		<b>200,000</b>

6. **Associates**

The reasons the persons named in Paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Name of Association

7. **Addresses**

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

Name	Address
Earglow Pty Limited <Boorne Super Fund A/C>	C/- Sandee Nguyen, Wynn & Bennett Accountants, GPO Box 1612, SYDNEY NSW 2001
Earglow Pty Ltd <Boorne Super Fund A/C>	C/- Sandee Nguyen, Wynn & Bennett Accountants, GPO Box 1612, SYDNEY NSW 2001

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**Signature**

Print Name      **Michael John Boorne**

Capacity   **Director**

Sign Here



Date      **01 July 2014**

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