

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme

Royalco Resources Ltd

ACN/ARSN

096 321 632**1. Details of substantial holder(1)**

Name

Noonke Investments Ltd

ACN/ARSN (if applicable)

133 438 817There was a change in the interests of the  
substantial holder on4/5/15

The previous notice was given to the company on

5/12/15

The previous notice was dated

5/12/15**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)
FPO	5,672,094	10.76%	6,208,492	11.78%

\* Based on 52,7A,183 shares on issue

**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 B"					

**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
N/A	

**6. Addresses**

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

Name	Address
Namaste Investments Ltd	Level 7, 55 Hunter St Sydney NSW 2000
Gant Superfund	Level 17, 55 Hunter St Sydney NSW 2000

**Signature**

print name David Croll

capacity Director

sign here



date 11/5/15

**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.

**Noontide Investments Ltd (ACN 133 438 817) Annexure A to Form 604 for RoyalCo Resources Ltd (ACN 096 321 532)**

**Changes in Relevant Interests.**

Date of change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected.	Persons votes affected.
5/2/15	Grant Super Fund	Purchase	\$21,400.00	100,000	100,000
5/3/15	Grant Super Fund	Purchase	\$6,135.00	25,000	25,000
9/3/15	Grant Super Fund	Purchase	\$15,921.78	69,045	69,045
10/3/15	Grant Super Fund	Purchase	\$1,394.06	5,955	5,955
20/3/15	Noontide Investments Ltd ("Noontide")	Purchase	\$10,250.00	50,000	50,000
24/3/15	Noontide	Purchase	\$15,375.00	75,000	75,000
26/3/15	Noontide	Purchase	\$8,439.03	41,166	41,166
30/3/15	Noontide	Purchase	\$128.33	626	626
30/3/15	Noontide	Purchase	\$6,300.00	30,000	30,000
7/4/15	Noontide	Purchase	\$2,100.00	10,000	10,000
8/4/15	Noontide	Purchase	\$840.00	4,000	4,000
9/4/15	Noontide	Purchase	\$1,260.00	6,000	6,000
10/4/15	Noontide	Purchase	\$197.21	962	962
21/4/15	Noontide	Purchase	\$1,153.62	5,800	5,800
23/4/15	Noontide	Purchase	\$3,206.97	16,446	16,446
1/5/15	Noontide	Purchase	\$16,000.00	80,000	80,000
4/5/15	Noontide	Purchase	\$2,951.82	16,399	16,399

**This is Annexure A referred to in Form 604 'Notice of change of interests of substantial shareholder'**



**David Croll**

**Director 11/5/15**

**Noontide Investments Ltd (ACN 133 438 817) Annexure B to Form 604 for RoyalCo Resources Ltd (CAN 096 321 532)**

**Present relevant interests.**

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities
Noontide Investments Ltd	JP Morgan Nominees Australia Ltd	JP Morgan Nominees Australia Ltd	Power to control, exercise vote and/or dispose of the securities as discretionary investment managers of managed investment scheme.	6,008,492 Fully Paid Ordinary.
Mr Grant Patterson and Mrs Debbie Patterson As trustees of the Grant Super Fund	Mr Grant Patterson and Mrs Debbie Patterson Grant Super Fund a/c	Mr Grant Patterson and Mrs Debbie Patterson. Grant Super Fund a/c	Shares held by Grant Patterson's super fund. Grant Patterson is a director of Noontide Investments Ltd	200,000 Fully Paid Ordinary.

**This is Annexure B referred to in Form-604 'Notice of change of interests of substantial shareholder'**



**David Croll**

**Director 11/5/15**