Corporations Act 2001 Section 671B

# Notice of initial substantial holder

To Company Name/Scheme	Resour	CE DEVELOPMENT	GLOUP LIMITED		
ACN/ARSN	149	028 142			
1. Details of substantial hold Name ACN/ARSN (if applicable)		es By Loo ATF 158 539 354	THE PLEPTE TRUST		
The holder became a substantial	holder on	3/10/14			
2. Details of voting power					
The total number of votes attache relevant interest (3) in on the date	d to all the voting sh e the substantial hold	ares in the company or voting inter ler became a substantial holder are	ests in the scheme that the substantia as follows:	l holder or an associate (2) had	la
Class of securit	ties (4)	Number of securities	Person's votes (5)	Voting power (6)	
ORDINADO	ч	105,649,724	105.419.724	16:73%	

#### 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
AMPHORA PLY LTO ATT	REGISTERS HOLDER	105, 649, 724
THE PLAPES TRUST	of Oromany Supers	ORDINARY

## 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 Registered holder of securities		Person entitled to be registered as holder (8)	Class and number of securities
AMPHIRA BY KID ATT	AMPHORA RY LO ATT	AMAJORA PRY LTD ATF	105.649.724
THE PLEASE TRUST	THE PURPLE TRUST	THE REVER TRUST	Oronapt

#### 5. Consideration

Holder of relevant interest.	Date of acquisition	Consideration (9)	Class and number of securities
AMPHORA BY 100 AT		Cash Non-cash	
THE PLADE TEXT	3 Depoleta 2014	\$0.04 par	105.649,724
		Share	ORDINAM

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

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

#### 7. Addresses

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

Name	Address
Anchora Pt Ho FIF	LOVEL 2 1134 HAY 5
THE PLANE TRUST	NET FROM WA 1005

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•	ICI	THE	nII	'n
w	ш	HG.		1

orint name IVAN RUE 1

date L / In / U

sign here

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 7 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 total number of votes attached to all the voting shares in the company or voting Interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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).

- (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".
- 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 poid 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.

Corporations Act 2001 Section 671B

## Notice of initial substantial holder

					100		
To Company Name/Scheme	RESOURCE	DEMENDAMENT	hroup	MHEO			
ACN/ARSN	149 02	8 142					
Details of substantial holder (Name ACN/ARSN (if applicable)  The holder became a substantial hold	TRUST	REID PROJECT MAN 121 135 751 3,10,14	IA (ENET VI	Ry Lto	ATF THE	: LM REID	FAMILY
2. Details of voting power							14.7
The total number of votes attached to relevant interest (3) in on the date the				e that the substant	ial holder or an assoc	iate (Z) had a	
Class of securities	(4) Ni	imber of securities	Person's	votes (5)	Voting por	wer (6)	
PARMIORO	10:	5,649,724	105,61	A.724	16-73	3%	
			<u> </u>	' '			

### 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
MATHEN REID PROTECT MANNO	PRETT RELISTERED HOLDER	105,649,724
By HE ATT THE LIM KED	of Ordinal Shires	OPD WARY

# 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
PO HO ATE THE UM REN	MANASMENT PH LO ATT	MATHELY CEID PROBECT	105,649,724
FRANKY TRUST	The GM Rom Formy Tens	r ATE THE LM REID FAMILY	(OLDINARY)

### 5. Consideration

Holder of relevant interest	Date of acquisition	Considerat	tion (9)	Class and number of securities
MATHEW REID PROTECT		Cash	Non-cash	
MANAGEMENT BY LIC ATT	3 October 2014		\$ 0-04	105, 49,724
THE GIRRED FAMILY RU	ST.		per share	

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#### 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)	Nature of association	
THE RULE AND THE PARTY.	NA	
	•	

#### 7. Addresses

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

Name	Address	
MENTAL PERO PROPER PRINCES	<b>.</b>	3 Mid. TERRAGE
ATY LO ATT THE GM RE10		HILLARYS HA LOSS
FINILY TRUST	1	

e:		, ēu	anor.
ЭI	una	411	HС

print name Gary REID

capacity

sign here

Lyng. M. S

date 6 / 10 / 14

#### DIRECTIONS

- (i) 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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).

- (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) Details of the consideration must include any end 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.

Corporations Act 2001 Section 671B

## f initial cuhetantial holder

Notice of Initial Substantial holder					
To Company Name/Scheme RESOUR	CE DEVELOPMENT	hroup 1	MILED		
ACN/ARSN H	028 142				
1. Details of substantial holder (1) Name ACN/ARSN (if applicable)  O 8	RE HOLDINGS AM	LTO ATF	The SEA	FIRE TRUST	Marie de la constante de la co
The holder became a substantial holder on	3 10/14				
2. Details of voting power  The total number of votes attached to all the voting si relevant interest (3) in on the date the substantial hole.	nares in the company or voting interests der became a substantial holder are as	s in the scheme that ti follows:	he substantial hold	der or an associate (2) had a	
Class of securities (4)	Number of securities	Person's votes (		Voting power (6)	
ORDINARY	105,649,124	105, 649, 724		16.13 /6	
Details of relevant interests  The nature of the relevant interest the substantial holder are as follows:	der or an associate had in the following	g voting securities on	the date the subst	antial holder became a substantial	anon
Holder of relevant interest	Nature of relevant intere	est (7)	Class and num	per of securities	
SEAFIRE HOLDING A	Y 500 REGISTERED	HOLDER	105, 649,	724	
ATE THE SEAFIRE TH	2 realized to Tent	HAPES	OFOINA	ex	
4. Details of present registered holders The persons registered as holders of the securities re	ferred to in paragraph 3 above are as fo	ollows:			
Holder of relevant interest	Registered holder of securities	Person entitled t registered as ho		Class and number of securities	
SEAFIRE HOLDINGS HILL	Some Hounds Ay bo	Sparing How	inds All Ito	105,649, 724	
ATE TIKE SETTINGT	AT THE STAFFIE TOUT	ATT THE SE	YPAE TOUST	(ORDINARY)	

#### 5. Consideration

Holder of relevant	Date of acquisition	Consideration (9)		Class and number of securities
CORPRE HOLDINGS POLITE	100 mm	Cash	Non-cash	
ATT TEX SEAFINE TOUST	3 DETOLER 2014		F 0. 04	105,649,724
121 10.00			per share	ORDINARY

~	**			
h.	As	SO	ris	to

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

	Name and ACN/ARSN (if applicable)	Nature of association	1
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#### 7. Addresses

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

N		
Name	Address	
SEAFIRE HOLDINGS PAY LO	8 Durkenh loss	
ATE THE SEAFIRE TRUST	Applications NA 6153	

-	No.		
		nal	

print name

sign here

capacity

date 6 / 10 /

#### DIRECTIONS

- 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 (1) If dieterate a funifier of substantial notices 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 armoxime 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 7 of the
- See the definition of "associate" in section 9 of the Corporations Act 2001. (2)
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001. (3)
- The voting shares of a company constitute one class unless divided into separate classes. (4)
- The total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant (5)
- The person's votes divided by the total votes in the body corporate or scheme multiplied by 100. (6)
- (7)Include details of:
  - any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 6718(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
  - 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).

- 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". (8)
- 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 (9)Details of the consideration must include any and an 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

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Corporations Act 2001 Section 671B

# Notice of initial substantial holder

To Company Name/Scheme Resource Development Group Limited

ACN/ARSN 149 028 142

#### 1. Details of substantial holder (1)

Name

CIVUG Pty Ltd

ACN/ARSN (if applicable)

161 784 327

The holder became a substantial holder on

3 / 10/2014

#### 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)
Ordinary 74,576,276		74,576,276	11.81%

#### 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
CIVUG Pty Ltd	Registered holder	74,576,276
	of ordinary shares	Ordinary

#### 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
CIVUG Pty Ltd CIVUG Pty Ltd		CIVUG Pty Ltd	74,576,276

### 5. Consideration

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
CIVUG Pty Ltd	3 October 2014		\$0.04	74,576,276
			per share	Ordinary

#### 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)	Nature of association
Not applicable	

#### 7. Addresses

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

Name	Address
CIVUG Pty Ltd	Unit 3, 448 Roberts Road
	Subiaco WA 6008

print name Dermott Joseph McVeigh

capacity Sole Director and Secretary

sign here

date 7 / 10 / 2014

#### **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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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).

- (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) 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.

# **GUIDE**

# This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

**Signature** This form must be signed by either a director or a secretary of the substantial holder.

**Lodging period** Nil

**Lodging Fee** Nil

Other forms to be completed

Nil

#### Additionalinformation

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
  - (i) within 2 business days after they become aware of the information; or
  - (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if:
    - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
    - (B) the person becomes aware of the information during the bid period.

#### **Annexures**

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:

  This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure
  The annexure must be signed by the same person(s) who signed the form.

Corporations Act 2001 Section 571B

# Notice of initial substantial holder

<u>To_</u> Company Name/Schame	RESOURCE DEVELOPMENT GROUP LTD	
ACN/ARSN	149 028 142	
Details of substantial holder Name ACN/ARSN (if applicable)	"RICHARD TAMES EDEN ATE THE EDEN FAMILY TRUST	
The holder became a substantial hold	der on 3 / 10 / 14	

### 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)
ORDINARY	60,220,343	60,220,343	9.54%
		7	

#### 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	
RICHARD JONES EDEN ATF	REGISTERED HOLDER OF	60,220 313	
THE EDEN FRANKY TRUST	ORMADAY SHAPES	ORDINAL	

#### 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 (B)	Class and number of securities
hower three form ATF	LICENSO JAMES FOR ATT	RICHARD JONES FOR AFF	60,720,343
THE FORM FAMOUS TRUST	THE EDGS FEMILY TRUST	THE FOED FAMPY TRUST	CROINCRY

#### 5. Consideration

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
KICHECE LANGE EDEN PHY		Cash	Non-cash	
THE EDEN FAMIN TRUST	3 OCTOBER 2014		\$0-04 pe	60,220,343
			Store	ORDINAN

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#### 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)	Nature of association	
N A		
(		

#### 7. Addresses

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

Name	Address	
RICHGED TENEC EDEN ATTE	311 MARRY PARK DENE	
THE EDEN FRANCY TRUST	CASUARINA WA LIET	

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•	and the	143	er i	re
-31	ш		ш	115

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date

DIRECTIONS

- 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 (1) 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 7 of the
- See the definition of "associate" in section 9 of the Corporations Act 2001. (2)
- See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001. (3)
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- (7) include details of:
  - any relevant agreement or other circumstances by which the relevant interest was acquired. If subsection 671B(4) applies, a copy of any document setting out (a) 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
  - 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).

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