

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

RESOURCE DEVELOPMENT GROUP LIMITED

ACN/ARSN

149 028 142

1. Details of substantial holder(1)

Name

MICHAEL JOHN BEGLEY ATF THE QUARTZ TRUST

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

3, 10, 14

The previous notice was given to the company on

03/09/14

The previous notice was dated

1 / 1

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
3/10/14	AS ABOVE	AS PER APPENDIX 38 ISSUED BY COMPANY TO INCREASE SHARES ON ISSUE TO 631,404,067	N/A	13,653,303 ORDINARY	13,653,303

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	N/A

4. Addresses

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

Name	Address
MICHAEL JOHN BEGLEY ATF THE QUARTZ TRUST	228 WALCOTT ST MENORA WA 6050

Signature

print name

MICHAEL J BEGLEY

capacity

ATF

sign here

Begy

date

06/10/2014

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

RESOURCE DEVELOPMENT GROUP LIMITED

ACN/ARSN

149 028 147

1. Details of substantial holder(1)

Name

JEFFREY BRILL ATF FOR THE BRILL FAMILY TRUST

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

3/10/14

The previous notice was given to the company on

3/9/14

The previous notice was dated

1/1

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
3/10/14	AS ABOVE	AS PER ANNEXURE 30 ISSUED BY COMPANY TO INCREASE SHARE ON	N/A	13,653,302 ORDINARY	13,653,302

Issued To 631,401,067

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	N/A

4. Addresses

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

Name	Address
JEFFREY BRILL ATF THE BRILL FAMILY TRUST	42 BRASSBONE LAKES COTT BEACH WA 6016

Signature

print name

JEFFREY BRILL

capacity

NED DIRECTOR

sign here

date

6/10/14

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

RESOURCE DEVELOPMENT GROUP LIMITED

ACN/ARSN

149 028 142

1. Details of substantial holder(1)

Name

TROY MICHAEL VENTRISS ATF THE VENTRISS FAMILY TRUST

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

3, 10, 14

The previous notice was given to the company on

1, 9, 14

The previous notice was dated

1, 1

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(s)	Class (6) and number of securities affected	Person's votes affected
3/10/14	AS ABOVE	AS PER APPENDIX 3B ISSUED BY COMPANY TO INCREASE SHARES ON	N/A	7,623,094 ORDINARY	7,623,094 ORDINARY

ISSUE TO 631,404,067

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	N/A

4. Addresses

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

Name	Address
TROY MICHAEL VENTRISS ATF THE VENTRISS FAMILY TRUST	45 MARIAN ST LEEDERVILLE WA 6007

Signature

print name

TROY VENTRISS

capacity

TRUSTEE

sign here



date

7 / 10 / 14

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

RESOURCE DEVELOPMENT GROUP LIMITED

ACN/ARSN

149 028 142

1. Details of substantial holder(1)

Name

OMEGA RES PTY LTD ATF SOUTHPORT FAMILY TRUST

ACN/ARSN (if applicable)

The holder ceased to be a
substantial holder on

3 / 10 / 14

The previous notice was given to the company on

10 / 1 / 14

The previous notice was dated

/ /

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
3/10/14	AS ABOVE	AS PER APPENDIX 3B ISSUED BY COMPANY TO INCREASE SHARES ON	N/A	14,028,302 ORDINARY	14,028,302

ISSUED TO 631,404,067

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	N/A

4. Addresses

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

Name	Address
OMEGA RES PTY LTD ATF SOUTHPORT FAMILY TRUST	24 PARKVIEW GARDENS, CHURCHLANDS WA 6018

Signature

print name

DAVID SOURBUTTS

capacity

DIRECTOR

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

