

Form 604

Corporations Act 2001
Section 671B

Amended Notice of change of interests of substantial holder

To Company Name/Scheme BLIGH RESOURCES LIMITED
ACN/ARSN ABN 83 130 964 162

1. Details of substantial holder (1)

Name Zeta Resources Limited ARBN 162 902 481, UIL Limited, General Provincial Life Pension Fund (L) Limited, ICM Limited and Duncan Saville.
ACN/ARSN (if applicable) _____

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

On 25 May 2017, Zeta Resources Limited lodged a Bidder's Statement in relation to an off-market takeover bid to acquire all of the ordinary shares in Bligh Resources Limited that it does not already own. As a result, this notice is required to be given under section 671B(1)(c) of the Corporations Act 2001 (Cth) (**Corporations Act**).

The previous notice was given to the company on 25 May 2017

The previous notice was dated 25 May 2017

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 | 46,207,602 | 19.88% | 46,457,602 | 19.9% |

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 |
|------------------|--|---|---|---|-------------------------|
| 28 February 2017 | Zeta Resources Limited | On market purchases by Zeta Resources Limited | A\$8,750 | 250,000 | 250,000 |
| 28 February 2017 | ICM Limited | Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Zeta Resources Limited | Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Zeta Resources Limited | 250,000 | 250,000 |
| 28 February 2017 | UIL Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over Zeta Resources Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over Zeta Resources Limited | 250,000 | 250,000 |
| 28 February 2017 | General Provincial | Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited | 250,000 | 250,000 |

| | | | | | |
|------------------|----------------------|---|---|---------|---------|
| 28 February 2017 | Duncan Paul Saville | Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited | 250,000 | 250,000 |
| 28 February 2017 | Union Mutual Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial | Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial | 250,000 | 250,000 |

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 |
|--|---------------------------------------|--|---|--------------------------------|----------------|
| Zeta Resources Limited | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Beneficial owner | 46,457,602 ordinary shares | 46,457,602 |
| ICM Limited | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager for Zeta Resources Limited | 46,457,602 ordinary shares | 46,457,602 |
| UIL Limited | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over Zeta Resources Limited | 46,457,602 ordinary shares | 46,457,602 |
| General Provincial Life Pension Fund (L) | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over UIL Limited | 46,457,602 ordinary shares | 46,457,602 |
| Duncan Paul Saville | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited | 46,457,602 ordinary shares | 46,457,602 |
| Union Mutual Limited | J P Morgan Nominees Australia Limited | Zeta Resources Limited | Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial | 46,457,602 ordinary shares | 46,457,602 |

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 | N/A |

6. Addresses

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

| Name | Address |
|--|---|
| Zeta Resources Limited, UIL Limited, ICM Limited | 34 Bermudiana Road, Hamilton HM12 Bermuda |
| General Provincial Life Pension Fund (L) Limited | Level 1, Lot 7, Block F, Sagukung Commercial Building, Labuan, Malaysia |

Signature

print name Peter Sullivan capacity Director of Zeta Resources Limited

sign here



date 8 June 2017