

A modern mining company



24 April 2018

The Manager, Companies  
Australian Securities Exchange  
Companies Announcement Centre  
20 Bridge Street  
SYDNEY NSW 2000

Dear Sir/Madam,

**Takeover bid by OZ Minerals Brazil (Holdings) Pty Ltd for Avanco Resources Limited — substantial holder notice**

In accordance with section 671B of the *Corporations Act 2001* (Cth), we attach an ASIC Form 604 — Notice of change of interests of substantial holder in respect of Avanco Resources Limited.

Sincerely,

A handwritten signature in black ink, appearing to be 'Michelle Pole', written over a light grey horizontal line.

**Michelle Pole**

Company Secretary and Senior Legal Counsel

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Avanco Resources Limited (Avanco)

ACN/ARSN 126 379 646

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

Name OZ Minerals Limited ABN 40 005 482 824 (OZ Minerals) and OZ Minerals Brazil (Holdings) Pty Ltd ABN 74 625 407 141 (OZ Minerals Brazil) and each of the entities listed in OZ Minerals' 2017 Annual and Sustainability Report on page 121 (as updated from time to time and available on request) (together the OZ Minerals Group Entities)

ACN/ARSN (if applicable) 005 482 824

There was a change in the interests of the substantial holder on 23/04/2018  
The previous notice was given to the company on 11/04/2018  
The previous notice was dated 11/04/2018

**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	453,307,418	18.45% (based on 2,456,906,443 ordinary shares on issue in Avanco)	489,632,308	19.93% (based on 2,456,906,443 ordinary shares on issue in Avanco)

**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
See Annexure A	OZ Minerals Group Entities	Acquisition of relevant interests pursuant to acceptances of offers dated 11 April 2018 made under OZ Minerals' off-market takeover bid (through its wholly owned subsidiary OZ Minerals Brazil) for all the ordinary shares in Avanco on the terms and conditions set out in the bidder's statement dated 10 April 2018 ( <b>Bidder's Statement</b> ) (the <b>Offer</b> ).	The Offer consideration as set out in the Bidder's Statement.	See Annexure A	See 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	Nature of relevant interest (6)	Class and number of securities	Person's votes
OZ Minerals	J.P. Morgan Nominees Australia Limited	Appian Natural Resources Fund LP	OZ Minerals has power to control the disposal of these shares pursuant to the pre-bid acceptance deed dated 27 March 2018 between OZ Minerals, Appian Natural Resources Fund LP and Appian Natural Resources (UST) Fund LP ( <b>Pre-Bid Acceptance Deed</b> ), a copy of which was attached as Annexure A to the notice given to Avanco by the OZ Minerals Group Entities on 28 March 2018.	408,869,522 ordinary shares	16.64% (based on 2,456,906,443 ordinary shares on issue in Avanco)
OZ Minerals	J.P. Morgan Nominees Australia Limited	Appian Natural Resources (UST) Fund LP	OZ Minerals has power to control the disposal of these shares pursuant to the Pre-Bid Acceptance Deed.	44,437,896 ordinary shares	1.81% (based on 2,456,906,443 ordinary shares on issue in Avanco)
OZ Minerals Brazil	Avanco shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, OZ Minerals Brazil	Relevant interest under s608(1) and/or s608(8) of the Corporations Act pursuant to acceptances of the Offer. The ordinary shares which are the subject of the acceptances have not yet been transferred into the name of OZ Minerals Brazil.  The power of OZ Minerals Brazil to vote or dispose of the ordinary shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and OZ Minerals Brazil is not presently registered as the holder of the ordinary shares.	36,324,890 ordinary shares	1.48% (based on 2,456,906,443 ordinary shares on issue in Avanco)

OZ Minerals Group Entities (other than OZ Minerals Brazil)	Avanco shareholders to whom the Offer was made and who have accepted the Offer	Subject to the terms of the Offer, OZ Minerals Brazil	Relevant interest in the ordinary shares referred to in the 3rd row of this table under s608(3)(a) of the Corporations Act, being a relevant interest held through a body corporate in which the relevant entity's voting power is above 20%.	36,324,890 ordinary shares	1.48% (based on 2,456,906,443 ordinary shares on issue in Avanco)
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**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
Each of the OZ Minerals Group Entities	Level 1, 162 Greenhill Road, Parkside, South Australia 5063
Appian Natural Resources Fund LP	47 Esplanade, St Helier, Jersey JE1 OBD, Channel Island
Appian Natural Resources (UST) Fund LP	47 Esplanade, St Helier, Jersey JE1 OBD, Channel Island

**Signature**

print name Michelle Pole capacity Company Secretary

sign here



date 24/04/2018

## 1. Annexure “A”

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This is Annexure “A” of 1 page referred to in ASIC Form 604 – Notice of change of interests of substantial holder, signed by me and dated 24 April 2018.



Michelle Pole, Company Secretary

### Details of changes in relevant interests pursuant to acceptances of the Offer

<b>Date of change</b>	<b>Class and number of securities affected</b>	<b>Person’s votes affected</b>
13/04/2018	22,471	22,471
16/04/2018	30,000	30,000
17/04/2018	1,352,000	1,352,000
18/04/2018	7,500,568	7,500,568
19/04/2018	7,476,380	7,476,380
20/04/2018	7,783,094	7,783,094
23/04/2018	12,160,377	12,160,377
<b>Total</b>	<b>36,324,890 ordinary shares</b>	<b>36,324,890</b>