

10 May 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 — correction, notice of change of interests of substantial holder and institutional acceptance facility

1. Correction to announcement dated 8 May 2018

OZ Minerals Limited ACN 005 482 824 notes the following correction to its announcement dated 8 May 2018 and titled 'Notice of change of interests of substantial holder for IAF'.

The number of Avanco Resources Limited ACN 126 379 646 (**Avanco**) shares the subject of the institutional acceptance facility was incorrectly stated as 285,133,269 (approximately 11.60% of all Avanco shares on issue). The correct number as at 8 May 2018 was 267,133,269 (approximately 10.87% of all Avanco shares on issue). As a consequence, the aggregate of the number of Avanco shares the subject of the institutional acceptance facility and the number of Avanco shares in which OZ Minerals Brazil (Holdings) Pty Ltd ACN 625 407 141 (**OZ Minerals Brazil**) and its associates had a relevant interest was incorrectly stated as 871,791,177 (35.47% of all Avanco Shares on issue). The correct aggregate as at 8 May 2018 was 853,791,177 (approximately 34.74% of all Avanco shares on issue).

2. Notice of change of interests of substantial holder and institutional acceptance facility as at 10 May 2018

Enclosed is an ASIC Form 604 - Notice of change of interests of substantial holder, issued in relation to shares in Avanco in accordance with section 671B of the *Corporations Act 2001* (Cth).

OZ Minerals Brazil currently has a relevant interest in 607,203,126 Avanco shares (representing approximately 24.71% of the total number of Avanco shares on issue). This is an increase from 586,657,908 Avanco shares (representing approximately 23.87% of the total number of Avanco shares on issue) as disclosed in OZ Minerals Brazil's previous ASIC Form 604 dated 8 May 2018 (as corrected).

Since the previous ASIC Form 604 referred to above (as corrected), the aggregate of:

- (a) the number of Avanco shares in respect of which acceptance instructions (in the form of acceptance forms and/or directions to custodians to accept OZ Mineral Brazil's offer) have been received in the acceptance facility as at 7:00 PM on 9 May 2018; and
- (b) the number of Avanco shares in which OZ Minerals Brazil and its associates have a relevant interest,

has changed from 34.74% to 35.57%.

The following table shows a break down between those two categories:

	Number of Avanco shares	% of all Avanco shares
Relevant interest	607,203,126	24.71%
Acceptance facility	267,133,269	10.87%
Total	874,336,395	35.57%

Acceptance instructions deposited with the facility agent, Pacific Custodians Pty Limited ACN 009 682 866 (**Facility Agent**), do not constitute acceptances of the OZ Minerals Brazil takeover offer dated 11 April 2018 (the **Offer**) and neither the Facility Agent nor OZ Minerals Brazil and its associates have a relevant interest in any of the Avanco shares the subject of the acceptance instructions. Accordingly, the Avanco shares in which OZ Minerals Brazil and its associates have a relevant interest (as disclosed in the attached ASIC Form 604) do not include the Avanco shares the subject of acceptance instructions deposited with the Facility Agent.

OZ Minerals Brazil notes:

- (a) **(Preconditions to the Facility Agent releasing the acceptance instructions)** the Facility Agent will release the acceptance instructions in the facility as soon as possible after (and not before) OZ Minerals Brazil confirms to the Facility Agent by written notice (**Confirmation Letter**) that OZ Minerals Brazil has declared the Offer free of all defeating conditions or will declare the Offer free of all defeating conditions not later than the time that all acceptance instructions are processed; and
- (b) **(Withdrawal of facility acceptances)** persons who have provided acceptance instructions retain all rights and control over their Avanco shares and will be able to withdraw their acceptance instructions at any time prior to the Facility Agent receiving the Confirmation Letter from OZ Minerals Brazil.

Sincerely,



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 09/05/2018
The previous notice was given to the company on 08/05/2018
The previous notice was dated 08/05/2018

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	586,657,908	23.87% (based on 2,457,806,443 ordinary shares on issue in Avanco)	607,203,126	24.71% (based on 2,457,806,443 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 (Bidder's Statement) (the Offer).	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 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.	607,203,126 ordinary shares	24.71% (based on 2,457,806,443 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%.	607,203,126 ordinary shares	24.71% (based on 2,457,806,443 ordinary shares on issue in Avanco)

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

Signature

print name Michelle Pole

capacity Company Secretary

sign here

A handwritten signature in black ink, consisting of a large, stylized 'O' followed by a series of loops and a long horizontal stroke.

date

10/05/2018

1. Annexure “A”

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 10 May 2018.



Michelle Pole, Company Secretary

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

Date of change	Class and number of securities affected	Person's votes affected
08/05/2018	8,472,462	8,472,462
09/05/2018	465,380,174	465,380,174
Total	473,852,636 ordinary shares	473,852,636