

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Explaurum Limited (**Explaurum**)

ACN/ARSN 114 175 138

1. Details of substantial holder(1)

Name Ramelius Resources Limited (**Ramelius**)

ACN/ARSN (if applicable) 001 717 540

There was a change in the interests of the substantial holder on 13 /12 / 18

The previous notice was given to the company on 24 /10 / 18

The previous notice was dated 24 /10 / 18

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)
Fully paid ordinary shares	23,858,288	4.96%	96,894,275	20.13%

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 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
13/12/18	Ramelius Resources Limited	Acquisition of relevant interests in fully paid ordinary shares in Explaurum (Explaurum Shares) as a result of acceptances of the takeover offers made pursuant to Ramelius' bidder's statement dated 10 September 2018 and any replacements or supplements to it (Offer).	1 fully paid ordinary share in Ramelius for every 4 Explaurum Shares plus \$0.02 cash per Explaurum Share, subject to the terms and conditions of the Offer	4,296,820 fully paid ordinary shares	4,296,820
13/12/18	Associates of Ramelius Resources Limited as set out in section 2.3 of Ramelius' fifth supplementary bidder's statement dated 13 December 2018 (Fifth Supplementary Bidder's Statement)	Movement of at least 1% for the purposes of ss671B(2) of the Corporations Act by as a result of an association formed with various holders of Explaurum Shares arising from their respective intention to accept the Offer.	No consideration as a result of the association. However, upon acceptance into the Offer, 1 fully paid ordinary share in Ramelius for every 4 Explaurum Shares plus \$0.02 cash per Explaurum Share, subject to the terms and conditions of the Offer	68,739,167 fully paid ordinary shares	68,739,167

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
Ramelius Resources Limited	Explaurum shareholders to whom the Offer was made and who have accepted the Offer	Ramelius Resources Limited	Relevant Interest pursuant to ss608(2)(b)(ii) of the Corporations Act by virtue of the acceptances of the Offer and entering into an agreement. The shares which are the subject of the acceptances have not yet been transferred into the Ramelius' name. The power of Ramelius to vote or dispose of the shares that are the subject of the acceptances of the Offer is qualified as Ramelius is not presently registered as the holder of the shares.	28,155,108 fully paid ordinary shares	28,155,108
Those persons named in section 2.3 of the Fifth Supplementary Bidder's Statement	Those persons named in section 2.3 of the Fifth Supplementary Bidder's Statement	Not applicable	Holder of the Explaurum Shares	68,739,167 fully paid ordinary shares	68,739,167

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
Those persons named in section 2.3 of the Fifth Supplementary Bidder's Statement.	Provision of a letter to Ramelius stating amongst other things, an intention to accept into the Offer, such conduct being of such a nature so as to constitute acting in concert in relation to the affairs of Explaurum.

6. Addresses

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

Name	Address
Ramelius Resources Limited	Level 1, 130 Royal Street, East Perth WA 6004
Explaurum Limited	Level 16, Waterfront Place, 1 Eagle Street, Brisbane QLD 4000

Signature

Richard Jones

print name

Capacity Company Secretary

sign here



date 14 / 12 / 2018

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (8) If the substantial holder is unable to determine the identity of the person (e.g. if the relevant interest arises because of an option) write "unknown".
- (9) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.