

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To: Company Name/Scheme      RESOURCE DEVELOPMENT GROUP LIMITED

ACN/ARSN      ACN 149 028 142

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

Name      MINERAL RESOURCES LIMITED

ACN/ARSN (if applicable)      ACN 118 549 910

The holder became a substantial holder on      17 / 06 / 2020

**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Shares	1,897,587,201	1,897,587,201	75%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
	Refer paragraph 3 of Annexure A	

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
Mineral Resources Limited	Mineral Resources Limited	N/A	1,897,587,201 Ordinary shares

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Mineral Resources Limited	17 June 2020	Pursuant to the terms of the Asset Sale Agreement dated 19 March 2020, as defined in the notice of general meeting of Resource Development Group Limited released to the ASX on 22 May 2020.		1,897,587,201 Ordinary shares

**6. Associates**

The reasons the person named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
Refer paragraph 6 of Annexure A	

## 7. Addresses

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

Name	Address
Refer paragraph 7 of Annexure A	

## Signature



print name Derek Oelofse

capacity Company Secretary

date 23 /06 /2020

### DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
  - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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, 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.
- (8) If the substantial holder is unable to determine the identity of the person (eg. If the relevant interest arises because of an option) write "unknown".
- (9) 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.

THIS IS ANNEXURE 'A' OF 4 PAGES REFERRED TO IN FORM 603 'NOTICE OF INITIAL  
SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO  
RESOURCE DEVELOPMENT GROUP ACN 149 028 142

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Print Name          Derek Oelofse                          Capacity: Company Secretary

Sign Here                                    Date          23/6/2020

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THIS IS ANNEXURE 'A' OF 4 PAGES REFERRED TO IN FORM 603 'NOTICE OF INITIAL SUBSTANTIAL HOLDER' LODGED BY MINERAL RESOURCES LIMITED IN RELATION TO RESOURCE DEVELOPMENT GROUP ACN 149 028 142

**3. Details of relevant interests**

*The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:*

<b>Holder of relevant interest</b>	<b>Nature of relevant interest (7)</b>	<b>Class and number of securities</b>
Mineral Resources Limited	Holder of the securities	1,897,587,201 Ordinary shares
Crushing Services International Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
P.I.H.A. Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Process Minerals International Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Polaris Metals Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Eclipse Minerals Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Auvex Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Mineral Resources (Equipment) Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Everthere Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
PIHA (Water) Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Steelpile Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Kumina Iron Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
MRL Asset Management Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Vigor Materials Handling Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
MRL Rail Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
MIS. Carbonart Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Flotar Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 611 495 268 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 611 494 912 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Wodgina Lithium Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Mineral Resources Transport Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 616 667 442 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 616 677 797 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 616 678 249 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Reed Advanced Minerals Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Reed Industrial Minerals Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 612 668 201 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Bulk Ore Shuttle Systems Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Cattamarra Farms Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Energy Resources Limited	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 623 115 088 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 625 973 006 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Yilgarn Iron Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Iron Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Graphite Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Magnetite Mineral Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Lithium Mineral Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Bauxite Mineral Resources Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 629 927 911 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 629 928 150 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 629 923 753 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 632 334 037 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 632 334 671 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 632 334 975 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 634 817 244 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 634 841 811 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
MARBL Lithium Operations Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Mineral Resources Rail Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Mineral Marine Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
ACN 638 657 486 Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Bungaroo South Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Buckland Minerals Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil
Cape Preston Pty Ltd	Pursuant to section 608 of the Corporations Act 2001 (Cth)	Nil

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**6. Associates**

*The reason the persons named in paragraph 3 above are associates of the substantial holder are as follows:*

<b>Name and ACN/ABN (if applicable)</b>	<b>Nature of association</b>
Crushing Services International Pty Ltd ( ACN 069 303 377)	Related Body Corporate
P.I.H.A. Pty Ltd (ACN 061 356 812)	Related Body Corporate
Process Minerals International Pty Ltd (ACN 063 988 894)	Related Body Corporate
Polaris Metals Pty Ltd (ACN 085 223 570)	Related Body Corporate
Eclipse Minerals Pty Ltd (ACN 097 974 813)	Related Body Corporate
Auvex Resources Pty Ltd (ACN 129 087 832)	Related Body Corporate
Mineral Resources (Equipment) Pty Ltd (ACN 162 993 080)	Related Body Corporate
Everthere Pty Ltd (ACN 130 421 091)	Related Body Corporate
PIHA (Water) Pty Ltd (ACN 162 627 358)	Related Body Corporate
Steelpile Pty Ltd (ACN 169 849 987)	Related Body Corporate
Kumina Iron Pty Ltd (ACN 169 725 973)	Related Body Corporate
MRL Asset Management Pty Ltd (ACN 169 725 964)	Related Body Corporate
Vigor Materials Handling Pty Ltd (ACN 602 182 463)	Related Body Corporate
MRL Rail Pty Ltd (ACN 169 516 296)	Related Body Corporate
MIS. Carbonart Pty Ltd (ACN 160 456 922)	Related Body Corporate
Flotar Pty Ltd (ACN 608 310 014)	Related Body Corporate
ACN 611 495 268 Pty Ltd	Related Body Corporate
ACN 611 494 912 Pty Ltd	Related Body Corporate
Wodgina Lithium Pty Ltd (ACN 611 488 932)	Related Body Corporate
Mineral Resources Transport Pty Ltd (ACN 158 718 195)	Related Body Corporate
ACN 616 667 442 Pty Ltd	Related Body Corporate
ACN 616 677 797 Pty Ltd	Related Body Corporate
ACN 616 678 249 Pty Ltd	Related Body Corporate
Reed Industrial Minerals Pty Ltd (ACN 138 805 722)	Related Body Corporate
Reed Advanced Minerals Pty Ltd (ACN 142 876 211)	Related Body Corporate
ACN 612 668 201 Pty Ltd	Related Body Corporate
Bulk Ore Shuttle Systems Pty Ltd (ACN 621 413 803)	Related Body Corporate
Cattamarra Farms Pty Ltd (ACN 158 097 431)	Related Body Corporate
Energy Resources Limited (ARBN 009 475 423)	Related Body Corporate
ACN 623 115 088 Pty Ltd (ACN 623 115 088)	Related Body Corporate
ACN 625 973 006 Pty Ltd	Related Body Corporate
Yilgarn Iron Pty Ltd (ACN 626 035 078)	Related Body Corporate
Iron Resources Pty Ltd (ACN 626 063 796)	Related Body Corporate
Graphite Resources Pty Ltd (ACN 627 948 332)	Related Body Corporate
Magnetite Mineral Resources Pty Ltd (ACN 627 948 832)	Related Body Corporate
Lithium Mineral Resources Pty Ltd (ACN 627 949 535)	Related Body Corporate
Bauxite Mineral Resources Pty Ltd (ACN 627 949 544)	Related Body Corporate
ACN 629 927 911 Pty Ltd	Related Body Corporate
ACN 629 928 150 Pty Ltd	Related Body Corporate
ACN 629 923 753 Pty Ltd	Related Body Corporate
ACN 632 334 037 Pty Ltd	Related Body Corporate
ACN 632 334 671 Pty Ltd	Related Body Corporate
ACN 632 334 975 Pty Ltd	Related Body Corporate
ACN 634 817 244 Pty Ltd	Related Body Corporate
ACN 634 841 811 Pty Ltd	Related Body Corporate
MARBL Lithium Operations Pty Ltd (ACN 637 077 608)	Related Body Corporate
Mineral Resources Rail Pty Ltd (ACN 638 631 259)	Related Body Corporate
Mineral Marine Pty Ltd (ACN 638 643 919)	Related Body Corporate
ACN 638 657 486 Pty Ltd	Related Body Corporate
Bungaroo South Pty Ltd (ACN 152 574 528)	Related Body Corporate
Buckland Minerals Pty Ltd (ACN 152 574 082)	Related Body Corporate
Cape Preston Pty Ltd (ACN 152 574 233)	Related Body Corporate

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**7. Addresses**

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

<b>Name</b>	<b>Address</b>
Crushing Services International Pty Ltd	1 Sleat Road, Applecross WA 6153
P.I.H.A. Pty Ltd	1 Sleat Road, Applecross WA 6153
Process Minerals International Pty Ltd	1 Sleat Road, Applecross WA 6153
Polaris Metals Pty Ltd	1 Sleat Road, Applecross WA 6153
Eclipse Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
Auvex Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Resources (Equipment) Pty Ltd	1 Sleat Road, Applecross WA 6153
Everthere Pty Ltd	1 Sleat Road, Applecross WA 6153
PIHA (Water) Pty Ltd	1 Sleat Road, Applecross WA 6153
Steelpile Pty Ltd	1 Sleat Road, Applecross WA 6153
Kumina Iron Pty Ltd	1 Sleat Road, Applecross WA 6153
MRL Asset Management Pty Ltd	1 Sleat Road, Applecross WA 6153
Vigor Materials Handling Pty Ltd	1 Sleat Road, Applecross WA 6153
MRL Rail Pty Ltd	1 Sleat Road, Applecross WA 6153
MIS. Carbonart Pty Ltd	1 Sleat Road, Applecross WA 6153
Flotar Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 611 495 268 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 611 494 912 Pty Ltd	1 Sleat Road, Applecross WA 6153
Wodgina Lithium Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Resources Transport Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 667 442 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 677 797 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 616 678 249 Pty Ltd	1 Sleat Road, Applecross WA 6153
Reed Advanced Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
Reed Industrial Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 612 668 201 Pty Ltd	1 Sleat Road, Applecross WA 6153
Bulk Ore Shuttle Systems Pty Ltd	1 Sleat Road, Applecross WA 6153
Cattamarra Farms Pty Ltd	1 Sleat Road, Applecross WA 6153
Energy Resources Limited	1 Sleat Road, Applecross WA 6153
ACN 623 115 088 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 625 973 006 Pty Ltd	1 Sleat Road, Applecross WA 6153
Yilgarn Iron Pty Ltd	1 Sleat Road, Applecross WA 6153
Iron Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Graphite Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Magnetite Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Lithium Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
Bauxite Mineral Resources Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 629 927 911 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 629 928 150 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 629 923 753 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 037 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 671 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 632 334 975 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 634 817 244 Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 634 841 811 Pty Ltd	1 Sleat Road, Applecross WA 6153
MARBL Lithium Operations Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Resources Rail Pty Ltd	1 Sleat Road, Applecross WA 6153
Mineral Marine Pty Ltd	1 Sleat Road, Applecross WA 6153
ACN 638 657 486 Pty Ltd	1 Sleat Road, Applecross WA 6153
Bungaroo South Pty Ltd	1 Sleat Road, Applecross WA 6153
Buckland Minerals Pty Ltd	1 Sleat Road, Applecross WA 6153
Cape Preston Pty Ltd	1 Sleat Road, Applecross WA 6153