

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Alt Resources Limited

ACN/ARSN ACN 168 928 416

1. Details of substantial holder (1)

Name Aurene Ularring Pty Ltd ACN 640 687 618 (**AUPL**), Aurene Group Holdings Pty Ltd ACN 627 857 176 (**AGH**), each of AGH's controlled entities set out in Annexure "A" (**AGH Group**), Carl A.Rose, Ravindran G. Underwood and Margaret C.H. Brice

ACN/ARSN (if applicable) as above and see Annexure "A" for AGH Group entities

There was a change in the interests of the

substantial holder on 25 August 2020

The previous notice was given to the company on 25 August 2020

The previous notice was dated 25 August 2020

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	565,104,862	86.59% (based on 652,622,917 ordinary shares on issue)	601,792,024	92.21% (based on 652,622,917 ordinary shares on issue)

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
25 Aug 2020	AUPL, AGH, each entity in the AGH Group, Carl A. Rose, Ravindran G. Underwood and Margaret C.H. Brice	Acquisition of relevant interests in ordinary shares of Alt Resources as a result of acceptances of the takeover offer made pursuant to the bidder's statement dated 15 June 2020 and the Offer sent to shareholders on 3 July 2020 and any replacements or supplements to it (Offer)	\$0.0505 cash per ordinary share	36,687,162 fully paid ordinary shares	601,792,024

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
AUPL	AUPL	AUPL	Has a relevant interest by virtue of section 608(1)(a) of the Corporations Act 2001 (Cth) as the registered holder of the shares	601,792,024 fully paid ordinary shares	601,792,024
AGH	AUPL	AUPL	Has a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth) as AGH controls AUPL (its wholly owned subsidiary)	601,792,024 fully paid ordinary shares	601,792,024
AGH Group	AUPL	AUPL	Each entity has a relevant interest in all the shares that AGH has a relevant interest in (referred to above) by virtue of section 608(3)(a) and (b) of the Corporations Act 2001 (Cth)	601,792,024 fully paid ordinary shares	601,792,024
Carl A. Rose	AUPL	AUPL	Has a relevant interest by virtue of section 608(1)(c) of the Corporations Act 2001 (Cth) as Mr Rose has authority as a director of AUPL to acquire and dispose of shares in Alt Resources Limited on behalf of AUPL.	601,792,024 fully paid ordinary shares	601,792,024
Ravindran G. Underwood	AUPL	AUPL	Has a relevant interest by virtue of section 608(1)(c) of the Corporations Act 2001 (Cth) as Mr Underwood has authority as a director of AUPL to acquire and dispose of shares in Alt Resources Limited on behalf of AUPL	601,792,024 fully paid ordinary shares	601,792,024
Margaret C. H. Brice	AUPL	AUPL	Has a relevant interest by virtue of section 608(3)(b) of the Corporations Act 2001 (Cth)	601,792,024 fully paid ordinary shares	601,792,024

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
Karus Capital Pty Ltd (ACN:643 557 715) Mark J. Hoddinott	Group restructure did not proceed as set out in the Third Supplementary Bidder's Statement dated 26 August 2020

6. Addresses

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

Name	Address
AUPL	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072

AGH	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Each entity in the AGH Group	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Carl A. Rose	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Ravindran G. Underwood	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Margaret C.H. Brice	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072

Signature



capacity Self and authorised
signatory for AUPL,
AGH, AGH Group, Carl
A. Rose and Margaret
C.H. Brice

Name Ravindran George Underwood

date 26 / 08 /2020

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 on 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 (eg. 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.

ANNEXURE A

This is Annexure "A" of 1 page referred to in the Form 604 Notice of Change of Interests of Substantial Holder for Aureenne Ularring Pty Ltd and others signed by me and dated 26 August 2020

Signature:



Print Name: Ravindran George Underwood

Capacity: Self and Authorised signatory

Date: 26 August 2020

DETAILS OF AURENNE GROUP HOLDINGS PTY LTD CONTROLLED ENTITIES

Entity	Interest Held	Place of Incorporation
Aureenne Kalpini Pty Ltd ACN 625 727 880	100%	New South Wales
Aureenne Parker Range Pty Ltd ACN 627 858 842	100%	New South Wales
Aureenne Cannon Pty Ltd ACN 634 889 982	100%	New South Wales
Aureenne NIC Pty Ltd ACN 640 229 312	100%	New South Wales
Aureenne Haze Pty Ltd ACN 640 229 278	100%	New South Wales