

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Vector Resources Limited**ACN/ARSN **107 541 453****1. Details of substantial holder (1)**Name **RPM Super Pty Ltd <RPM Super Fund A/c>**ACN/ARSN (if applicable) **126 077 478**The holder became a substantial holder on 09 / 12 / 2014**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 Fully Paid Shares | 36,744,488 | 36,744,488 | 9.09% |
| | | | |

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 |
|-----------------------------|---------------------------------|--------------------------------|
| See 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:

| Holder of relevant interest | Registered holder of securities | Person entitled to be registered as holder (8) | Class and number of securities |
|-----------------------------|---------------------------------|------------------------------------------------|--------------------------------|
| See Annexure B | | | |
| | | | |

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 | |
| See Annexure C | | | | |
| | | | | |
| | | | | |

6. Associates

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

| Name and ACN/ARSN (if applicable) | Nature of association |
|-----------------------------------|-----------------------|
| See Annexure D | |
| | |

7. Addresses

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

| Name | Address |
|---------------------------------|------------------------------------------------------------|
| RP Martin & Associated Entities | Suite 4, Henry James Building, 8 Alvan St, Subiaco WA 6008 |
| | Postal: PO Box 330, West Perth, WA 6872 |

Signature

print name **Robert Paul Martin**

capacity **Director**

sign here

date **12 / 12 / 2014**

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 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, 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.
- (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.

To: Vector Resources Limited

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ACN/ARSN: 107 541 453

ANNEXURES

This is **Annexure A** of 1 Page referred to in Form 603 – Notice of initial substantial holder:

| <i>Holder of relevant interest</i> | <i>Nature of relevant interest (7)</i> | <i>Class & number of securities</i> |
|--------------------------------------------------------------------------------|----------------------------------------|-----------------------------------------|
| RPM Super Pty Ltd <RPM Super Fund Ac> | Direct | Ordinary fully paid 21,200,000 |
| Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin S/F a/c> | Direct | Ordinary fully paid 13,641,088 |
| Goldfire Enterprises Pty Ltd | Direct | Ordinary fully paid 1,403,400 |
| Susan Pamela Martin | Direct | Ordinary fully paid 500,000 |

This is **Annexure B** of 1 Page referred to in Form 603 – Notice of initial substantial holder:

| <i>Holder of relevant interest</i> | <i>Registered holder of securities</i> | <i>Person entitled to be registered as holder (8)</i> | <i>Class and number of securities</i> |
|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------------------------------------------------------------|---------------------------------------|
| RPM Super Pty Ltd <RPM Super Fund a/c> | RPM Super Pty Ltd <RPM Super Fund a/c> | RPM Super Pty Ltd <RPM Super Fund a/c> | 21,200,000 |
| Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin Super Fund A/c> | Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin Super Fund A/c> | Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin Super Fund A/c> | 13,641,088 |
| Goldfire Enterprises Pty Ltd | Goldfire Enterprises Pty Ltd | Goldfire Enterprises Pty Ltd | 1,403,400 |
| Susan Pamela Martin | Susan Pamela Martin | Susan Pamela Martin | 500,000 |

This is **Annexure C** of 1 Page referred to in Form 603 – Notice of initial substantial holder:

| <i>Holder of relevant interest</i> | <i>Date of acquisition</i> | <i>Consideration (9)</i> | | <i>Class & number of securities</i> |
|-------------------------------------------|----------------------------|--------------------------|-----------------|------------------------------------------|
| | | <i>Cash</i> | <i>Non cash</i> | |
| RPM Super Pty Ltd <RPM Super Fund a/c> | 02/12/2014 | \$3,100 | | Ordinary fully paid shares 1,550,000 |
| | 09/12/2014 | \$30,000 | | Ordinary fully paid shares 15,000,000 |

Cont. on Page 2

Signed: _____


RP Martin

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ANNEXURES CONTINUED....

This is **Annexure C** *CONTINUED* of 2 Pages referred to in Form 603 – Notice of initial substantial holder:

| <i>Holder of relevant interest</i> | <i>Date of acquisition</i> | <i>Consideration (9)</i> | | <i>Class & number of securities</i> |
|---------------------------------------------------------------------------------|----------------------------|--------------------------|-----------------|-----------------------------------------|
| | | <i>Cash</i> | <i>Non cash</i> | |
| Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin Super Fund a/c> | 02/12/2014 | \$6,821 | | Ordinary fully paid shares 3,410,272 |
| Goldfire Enterprises Pty Ltd | 02/12/2014 | \$702 | | Ordinary fully paid shares 350,850 |
| Susan Pamela Martin | 02/12/2014 | \$250 | | Ordinary fully paid shares 125,000 |

This is **Annexure D** of 1 Page referred to in Form 603 – Notice of initial substantial holder:

| <i>Name and ACN/ARSN (if applicable)</i> | <i>Nature of Association</i> |
|---------------------------------------------------------------------------------|--------------------------------------------------------------------|
| RPM Super Pty Ltd <RPM Super Fund a/c> | Relevant interest held by Robert Martin |
| Mr Robert Paul Martin & Mrs Susan Pamela Martin <RP & SP Martin Super Fund a/c> | Relevant interest held by Robert Paul Martin & Susan Pamela Martin |
| Goldfire Enterprises Pty Ltd | Relevant interest held by Robert Martin |
| Susan Pamela Martin | Relevant interest held by Susan Pamela Martin |

End of Annexures.

Signed: _____

RP Martin