



**RESOURCE**  
CAPITAL FUNDS

**Resource Capital Funds  
Management Pty Ltd**  
ABN: 25 098 091 715

Level 3  
24 Kings Park Road  
West Perth WA 6005

To: Company Announcements From: Trudy Lawrence

Fax: 1300 135 638

Pages: 3

Company: ASX Announcements

Date: December 18, 2014

Re: FORM 604

CC: Company Secretary  
MZI Resources  
08 9328 9911

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FOR REVIEW ☐ PLEASE REPLY ☐ PLEASE COMMENT ☐ PLEASE RECYCLE

AMENDED

#### NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER

Resource Capital Fund VI L.P. lodges the attached Form 604 in relation to  
MZI Resources Limited.

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme MZI RESOURCES LIMITEDACN/ARSN 077 221 722**1. Details of substantial holder(1)**Name RESOURCE CAPITAL FUND VI L.P. ("RCF VI")  
ACN/ARSN (if applicable) N/AThere was a change in the interests of the substantial holder on 11/12/2014The previous notice was given to the company on 17/09/2014The previous notice was dated 17/09/2014**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 FULLY PAID	574,214,276	19.9%	18,265,367	25.32%

**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
11/12/2014	RCF VI	40:1 consolidation of Ordinary Fully Paid shares as approved at AGM on 25 <sup>th</sup> November	NIL	-559,858,920 (574,214,276 ordinary fully paid shares consolidated to 14,355,356 ordinary fully paid shares)	N/A (number of votes consolidated from 574,214,276 to 14,355,356)
11/12/2014	RCF VI	Payment of funding package establishment fees for Convertible Loan Facility, and Tranche A and Tranche B of the Bridge Finance Facility.	\$1,213,283	2,209,182 ordinary fully paid shares	2,209,182
11/12/2014	RCF VI	Payment of funding package establishment fees for Tranche C and Tranche D of the Bridge Finance Facility.	\$529,978	1,700,829 ordinary fully paid shares	1,700,829

**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
RCF VI	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	OWNER	ORDINARY FULLY PAID 18,265,368	18,265,367

**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

**6. Addresses**

The addresses of persons named in this form are:

Name	Address
RCF VI	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 20, 120 COLLINS STREET, MELBOURNE VIC 3000, AUSTRALIA

**Signature**

print name PETER NICHOLSON

Capacity AUTHORISED REPRESENTATIVE

sign here



Date 18/12/2014

**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 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 (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.