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24 December 2014

Dear Sir/Madam

**Notice of Change of Interests of Substantial Holder in Resource Equipment Limited (RQL)**

We act for Pump Services, LLC (**Pump Services**).

On behalf of Pump Services, we enclose a Form 604 notice of change of interests of substantial holder issued by Pump Services in relation to Resource Equipment Limited ACN 098 812 492 (**RQL**).

In addition to the voting power in ordinary shares disclosed in the enclosed Form 604, Mr Naymola, who controls Pump Services, may also be entitled to be issued up to 6,632,720 ordinary shares in RQL pursuant to the earn-out provisions in the Share Sale Deed pursuant to which RQL acquired Campbell Mining Services as previously announced by RQL.

Yours sincerely



**Kristin Romano**  
Lawyer

Encl.

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To: Company Name/Scheme Resource Equipment Limited (RQL)

ACN/ARSN 098 812 492

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

Name Pump Services, LLC (Pump Services) and Walter Eugene Naymola (Naymola)

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 23/ 12/ 2014

The previous notice was given to the company on 23/ 12/ 2014

The previous notice was dated 22/ 12/ 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) |
| Fully paid ordinary shares in RQL (ORD) | 205,677,415     | 46.28%           | 211,218,925    | 47.53%           |

**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 |
|----------------|--|--|---|---|-------------------------|
| 23/12/2014     | Pump Services                          | Change in voting power as a result of on-market purchases of 5,541,510 ORD   | \$0.26 per ORD                                | 5,541,510 ORD                           | 5,541,510               |
| 23/12/2014     | Naymola                                | As above. Naymola controls Pump Services and therefore has a relevant interest under section 608(3)(b) of the Corporations Act 2001 (Cth) (Corporations Act) | As above                                      | As above                                | As above                |

#### 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 |
|-----------------------------|---|--|---|--------------------------------|----------------|
| Pump Services               | Naymola (56,468,663), Pump Services (124,213,794) and unknown vendors (balance) | Pump Services                                  | Registered Holder (124,213,794). Relevant interest under section 608(8) (control in anticipation of performance of agreement) of the Corporations Act. Until trades settle, Pump Services is not the registered holder of the relevant ORD and its power to control votes is accordingly limited. | 211,218,925 ORD                | 211,218,925    |
| Naymola                     | As above  | As above                                       | Registered Holder (56,468,663). Naymola controls Pump Services and therefore has a relevant interest in the same ORD as Pump Services under section 608(3)(b) of the Corporations Act.  | As above                       | As above       |

#### 6. 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 |
|-----------------------------------|-----------------------|
|                                   |                       |
|                                   |                       |

#### 7. Addresses

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

| Name          | Address   |
|---------------|---|
| Pump Services | Corporation Service Company, 2711 Centerville Td, Suite 400, Wilmington, Delaware 19808, United States of America |
| Naymola       | 3405 West Cardinal Drive, Beaumont, Texas 77705, United States of America   |

#### Signature

print name Don Shaver

capacity Authorised signatory

sign here

date 23/ 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.