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Fax

Notice of Change of Interests of Substantial Holder (Form 604)

From Tony Damian 14 July 2015
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Pages 7 (including this cover page)

To Market Announcements Office Rutila Resources Limited
Australian Securities Exchange

Fax 1300 135 638 Fax (02) 9259 4499

We act for The Todd Corporation Limited. Please find attached a Notice of Change of Interests of Substantial Holder (Form 604) in relation to Rutila Resources Limited.

Yours sincerely

Tony Damian
Partner
Herbert Smith Freehills

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme Rutila Resources Limited (Rutla)

ACN/ARSN 139 886 187

1. Details of substantial holder (1)Name The Todd Corporation Limited and its subsidiaries as listed in Annexure A (Subsidiaries), (together, Todd Group)
ACN/ARSN (if applicable) New Zealand company number 3491

There was a change in the interests of the substantial holder on

13/07/2015

The previous notice was given to the company on

09/07/2015

The previous notice was dated

09/07/2015**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 | 104,614,767 | 86.17% based on 121,410,197 ordinary shares on issue in Rutla | 105,990,194 | 87.30% based on 121,410,197 ordinary shares on issue in Rutla |

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder 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 |
|--|--|--|---|---|-------------------------|
| 09/07/2015 10/07/2015 13/07/2015 | TIO (NZ) Limited (TIO NZ) | Change in relevant interest as a result of acceptances of offers dated 10 June 2015 made under TIO NZ's takeover bid for all the ordinary shares in Rutla it does not already own on the terms and conditions set out in TIO NZ's bidder's statement dated 4 June 2015 (Offer) | A\$0.30 for each ordinary Rutla share, subject to the terms and conditions of the Offer | 1,375,427 | 1,375,427 |
| 09/07/2015 10/07/2015 13/07/2015 | Todd Group (other than TIO NZ) | Relevant interest in the shares referred to in the above row arising under subsection 608(3)(a) and/or 608(3)(b) of the Corporations Act 2001 (Cth) | Nil | 1,375,427 | 1,375,427 |

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 (s) | Nature of relevant interest (s) | Class and number of securities | Person's votes |
|--------------------------------|--|--|---|--------------------------------|----------------|
| TIO NZ | TIO NZ | TIO NZ | Relevant interest under subsection 608(1) of the <i>Corporations Act 2007</i> (Cth) as a result of being the registered holder of the securities. | 55,944,863 ordinary shares | 55,944,863 |
| | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | Relevant interest under subsection 608(1) of the <i>Corporations Act 2007</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015). | 20,483,500 ordinary shares | 20,483,500 |
| TIO NZ | Nyco Custodian Pty Ltd | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | Relevant interest under subsection 608(1) of the <i>Corporations Act 2007</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015). | 7,786,500 ordinary shares | 7,786,500 |
| | | | Relevant interest under subsection 608(1) and/or 608(6) of the <i>Corporations Act 2007</i> (Cth) pursuant to acceptances of the Offer. The shares which are the subject of the acceptances have not yet been transferred into the name of TIO NZ. | 21,795,331 ordinary shares | 21,795,331 |
| | | | The power of TIO NZ to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and it is not presently registered as the holder of the shares. | | |
| | | | Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2007</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls. | 65,944,863 ordinary shares | 65,944,863 |
| Todd Group (other than TIO NZ) | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2007</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015). Todd Group's relevant interest arises under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2007</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls. | 20,483,500 ordinary shares | 20,483,500 |

| | | | | | |
|--|---|--|---|----------------------------|------------|
| | Nyco Custodian Pty Ltd | Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) | TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015). Todd Group's relevant interest arises under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls. | 7,786,600 ordinary shares | 7,786,600 |
| | Rutla shareholders to whom the Offer was made and who have accepted the Offer | TIO NZ, subject to the Offer becoming unconditional | Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth). The relevant interest arises through acceptances of the Offer. The power of the Todd Group (other than TIO NZ) to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and TIO NZ is not presently registered as the holder of the shares, and neither TIO NZ nor any entity in the Todd Group (other than TIO NZ) are entitled to be registered as the holder the shares. | 21,795,331 ordinary shares | 21,795,331 |

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 applicable | ACN/ARSN (if applicable) | Nature of association |
|---------------------|--------------------------|-----------------------|
| N/A | | N/A |

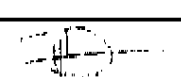
6. Addresses

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

| Name | Address |
|------------|--|
| Todd Group | Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand |

Signature

print name Tony Damjan capacity Authorised signatory

sign here  date 14/07/2015

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature: 

Name: Tony Damian, Authorised signatory

Date: 14 July 2015

Subsidiaries of The Todd Corporation Limited

| | |
|---|--|
| Ara New Zealand Limited | Thursday Plantation Properties Pty Limited |
| Ara Vineyards Limited | TII Management Limited |
| Ara Wines Limited | Titanium Park Development Limited |
| Ara Wines USA Limited | Todd Bros. Limited |
| Ara Wines USA LLC | Todd Capital Limited |
| Balla One (Investments) Pty Limited | Todd Carbon Limited |
| Balla Two (Mining) Pty Limited | Todd Central Limited |
| CM Platform Limited | Todd Energy Canada Limited |
| Courtenay Nominees Limited | Todd Energy Limited |
| Eagle Pharmaceutical Pty Limited | Todd Energy International Pty Limited |
| Crest Energy Limited | Todd Energy International Limited |
| Crest Energy Kaipara Limited | Todd Exploration Limited |
| Crest Energy Kaipara Limited | Todd Family Office Limited |
| Greenridge (Toowoomba) Pty Limited | Todd Industries Limited |
| Greenridge Botanicals (Australia) Pty Limited | Todd International Investments Limited |
| GXL Royalties Limited | Todd Land Holdings Limited |
| Health Distributors Australia Pty Limited | Todd LC Holdings Limited |
| Heriot Nominees Limited | Todd LHS Limited |
| Hydroco Limited | Todd Maari Limited |
| Integria Healthcare (Australia) Pty Limited | Todd Management Services Limited |

| | |
|---|--|
| Integria Healthcare (Ballina) Pty Limited | Todd Minerals Limited |
| Integria Healthcare (New Zealand) Limited | Todd Minerals & Coal Pty Limited |
| Integria Healthcare (US) Inc | Todd Offshore Limited |
| Integria Healthcare (Warwick) Pty Limited | Todd Oil & Gas Holdings Limited |
| Integria Healthcare Limited | Todd Petroleum Australia Limited |
| Kapiti Coast Airport Holdings Limited | Todd Petroleum Mining Company Limited |
| KCE Generation Limited | Todd Pohokura Limited |
| KCE Mangahao Limited | Todd Property Albany Development Limited |
| KCE Retail Limited | Todd Property Flat Bush Limited |
| King Country Energy Limited | Todd Property Group Limited |
| Life - Span Australia Pty Limited | Todd Property Napier Hill Limited |
| Life - Span Health Supplies Limited | Todd Property Pegasus Town Limited |
| LLD Limited | Todd Property Pegasus Development Limited |
| Long Bay Communities Limited | Todd Property Pegasus Town Services Limited |
| Long Bay Farming Limited | Todd Property Stonefields Apartments Limited |
| Malborough Wine Group Limited | Todd Property Albany Development Limited |
| Marokopa Drilling Limited | Todd Property USA Limited |
| Mediherb Pty Limited | Todd Property LLC |
| Mediherb SA | Paragon Pacific LLC |
| Natures Remedy Australia Pty Limited | Todd Property Kansas City LLC |
| Ngunguru Coastal Holdings Limited | Bay Area Revitalization Associates LLC |
| Ngunguru Coastal Investments Limited | Todd Services Limited |
| Nova Energy Limited | Todd Shipping Limited |
| Nutrmedicine Pty Limited | Todd Sisson (NZ) Limited |
| OK Pharmaceuticals Limited | Todd Sisson General Partnership |

| | |
|--|---------------------------------|
| Okura Holdings Limited | Todd Sisson Limited Partnership |
| Phyto Pharmaceuticals Pty Limited | Todd Tasman Oil Limited |
| Phytomedicine Pty Limited | Todd Technologies Limited |
| QLD Life-Span Therapeutic Supplies Pty Limited | Todd TH Limited |
| Red 8 Limited | Todd Winegrowers Limited |
| SLM General Partnership | Todd Wireless Limited |
| SLM Limited Partnership | TIO (NZ) Limited |
| Stonefields Communities Limited | TSL Methanol Limited |
| Stonefields Development Limited | TSL Methanol LLC |
| Altera Apartments Limited Partnership | TTI (NZ) Limited |
| Illico Apartments Limited Partnership | TUV Holdings Limited |
| Tall Oaks Holdings Limited | TUV Limited |
| Thompson Nutrition Australia Pty Limited | Viking Holdings Limited |
| Thursday Plantation Inc | Viking Investments Limited |
| Thursday Plantation Inc (UK) | Viking Mining Company Limited |
| Thursday Plantation Laboratories Pty Limited | Wineco Limited |
| NEL Farms Limited | Winegrowers of Ara Limited |
| TC Farms Group Limited | Todd Mangahewa Farm Limited |
| TEC (New Zealand) Limited | Herlot Trustees Limited |
| Todd Property Huapai Development Limited | PIO Mines Pty Ltd |