Form 604

Corporations Act 2001 Section 6718

Notice of change of interests of substantial holder

To_Company Name/Scheme

Emmerson Resources Limited

ACN/ARSN

ACN 117 086 745

Details of substantial holder(1)

Stark Emu Gold Ltd. ("Stark Emu") and the persons listed

Name

On Annexure A (the "Stark Group")

ACH/ARSN (if applicable)

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

6 /July / 2016

The previous notice was given to the compan

6/July / 2016

The previous notice was dated

6 /July / 2016

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company of 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 of scheme, are as follows:

Class of securities (4)	Previous notice		Present notice		
Fully paid ordinary shares	Person's vote 23,122,514	Voting power (5) 6.11% of 378,311,454	Person's vote 18,072,514	Voting power (5) 4.78% of 378,311,454	

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
Refer to	Refer to	Open Market	N/A	Refer to	Refer to
Aunexure B	Annexure B	Sales 		T Annexuire L.B .	AnnexureB
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4. Present relevant interests

Particulars of each relevant titterest of the substantial holder in voting securities after the change are as follows:

Holder of relevant interest	Registereo holder of securities	Person entitled to be registered as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Refer to	Refer to Annexure B	Refer to Annexure B	Refer to Annexure 5	Refer to Annextue	Refer to Annexure B
B				'B	

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

Name and ACN/ARSN (if applicable)	Nature of association	
33		

6. Addresses

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

[1]	ame .	Address							
St	ark Emu								
St	ark Group	c/o Stark Offshore	Craigmuir Chambers, PO Ecx 71, Road Town, Tortola, BV. c/o Stark Offshore Management LLC. 735 North Water Street						
Economic de la company de la c		Suite 790, Milwaul	cee, Wiscons	in 532	02 USA				
Signature		e e			Managing Member of Stark				
- 5,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	***	at the state of th	*		Offshore Management LLC,				
	print name	Michael A. Roth	i i	capacity	Investment Manager of				

sign here

date 13 July 2016

DIRECTIONS

- 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 (1) 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
- See the definition of "associate" in section 9 of the Corporations Act 2001. (2)
- (3) See the definition of "relevant interest" in sections 608 and 6716(7) of the Corporations Act 2001.
- (ķ) 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:
 - 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
 - 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). (b)

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 any farson more many parson in the bangering 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.
- 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". (3)
- Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice. (6)

Emmerson Resources Ltd.

ACN 117 086 745080 339 671

This is Annexure A of 1 page(s) referred to in Form 604, Notice of Change of Interest of Substantial Holder (being the associates of, controllers of, shareholders of, or other persons with similar relevant interests to Stark Emu and Stark Group signed by me and dated 13 July 2016.

Signed by: Michael A. Roth

Stark Group

Entity	Address
Stark Dingo Holdings Ltd.	c/o Stark Offshore Management LLC, 735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Shepherd Performance Fund Ltd.	c/o Stark Offshore Management LLC, 735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Shepherd Investments International, Ltd.	c/o Stark Offshore Management LLC, 735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Stark Investments Limited Partnership	735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Stark Offshore Management LLC	735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Brian J. Stark	735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA
Michael A. Roth	735 North Water Street, Suite 790, Milwaukee, Wisconsin 53202 USA

Emmerson Resources Ltd.

ACN 117 086 745

This is Annexure B of 2 page(s) referred to in Form 604, Notice of Change of Interest of Substantial Holder (being the particulars of each relevant interest of Stark Emu and the Stark Group in voting shares of Emmerson Resources Ltd.) signed by me and dated 13 July 2016.

Signed by: Michael A. Roth

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as Holder	Nature of Relevant Interest	No. of Ordinary Shares	Person's Votes	Voting Power	Change from previous Notice	Reason for change
Shepherd Investments International, Ltd.	Stark Emu Gold Ltd.	N/A	Control (indirect) of registered holder	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Stark Investments Limited Partnership	Stark Emu Gold Ltd.	N/A	Control (indirect) of registered holder	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Shepherd Performance Fund Ltd.	Stark Emu Gold Ltd.	N/A	Control (indirect) of registered holder	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Stark Dingo Gold Holdings Ltd.	Stark Emu Gold Ltd.	N/A	Control (as sole shareholder) of registered holder	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Stark Emu Gold Ltd.	Stark Emu Gold Ltd.	N/A	Registered holder of shares	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Stark Offshore Management LLC	Stark Emu Gold Ltd.	N/A	Associate of registered holder (deemed relevant interest under s608(2)(b)(ii)	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1

Holder of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as Holder	Nature of Relevant Interest	No. of Ordinary Shares*	Person's votes*	Voting Power	Change from previous Notice	Reason for change
Brian J. Stark	Stark Emu Gold Ltd.	N/A	Associate of registered holder (deemed relevant interest under s608(3)(a))	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note 1
Michael A. Roth	Stark Emu Gold Ltd.	N/A	Associate of registered holder (deemed relevant interest under s608(3)(a))	18,072,514	18,072,514	4.78% of 378,311,454	-1.33%	Refer Note l

Note 1 – Reason for Change is due to the sale of ordinary shares of the Company as noted on the Attachment.

Form 604 Attachment

<u>Trade Date</u>	<u>Tran</u>	<u>Price</u>	Quantity	Trade Currency	Total AUD
7/11/2016	Sell	0.1	50,000	AUD	5,000.00
7/12/2016	Sell	0.1009	5,000,000	AUD	504,500.00
Total			5,050,000		509,500.00