

Tremont Investments Limited

C/o ADANSONIA MANAGEMENT SERVICES LIMITED, C2-202, Level 2, Office Block C,

La Croisette, Grand Bale 30517, Mauritius

Registration Number: 121957 C2/GBL

14 June 2016

**ASX Limited
Market Announcements Office
Exchange Centre
20 Bridge Street
SYDNEY NSW 2000**

Fax 1300 135 638

FOR IMMEDIATE RELEASE TO THE MARKET

Dear Sir/Madam

Form 604: Notice of change of interests of substantial holder

Tremont Investments Limited (Tremont) refers to the Form 604: Notice of change of interests of substantial holder it lodged with ASX on 26 April 2016.

The notice did not recognise the technical relevant interest that Tremont held in a further 4,320,000 fully paid ordinary shares following the issue of those shares on conversion of the Class B Performance Shares on 21 April 2016. This technical relevant interest arose pursuant to the terms of the Share Sale and Purchase Agreement between Davey Management (Aus) Pty Ltd as trustee for the Davey Family Super Fund, Davey Holdings (Aus) Pty Ltd as trustee for the Burnaford Trust, Sophie Jane Raven and Tremont dated 14 November 2015, a copy of which is attached as Annexure A to the Form 604 lodged by Tremont with ASX on 17 November 2015.

Accordingly, an amended notice is attached, which is intended to replace and correct the Form 604 lodged with ASX on 26 April 2016. Note that Tremont did not become the registered holder of the 4,320,000 fully paid ordinary shares until today.

Yours faithfully



**Pieter Rudolf Pretorius
Director**

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To, Company Name/Scheme Cradle Resources Limited
 ACN/ARSN 149 637 016

1. Details of substantial holder (1)

Name Tremont Investments Limited
 ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 21 April 2016

The previous notice was given to the company on 18 November 2015

The previous notice was dated 18 November 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)
Fully paid ordinary shares	26,304,828	10.50%	30,624,828	19.79%

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
21 April 2016	Tremont Investments Limited	Dilution of relevant interest as a result of 18,750,000 Ordinary Shares issued by Cradle Resources Limited (Company) following conversion of 18,750,000 Class B Performance Shares on satisfaction of the relevant performance milestone.	N/A	N/A	N/A
21 April 2016	Tremont Investments Limited	Dilution of relevant interest as a result of 1,050,000 Ordinary Shares issued by the Company following conversion of 1,050,000 Performance Rights on satisfaction of the relevant performance milestone.	N/A	N/A	N/A
21 April 2016	Tremont Investments Limited	Increase of relevant interest under section 608(8) of the Corporations Act 2001 (CA) (Act), in 4,320,000 fully paid ordinary shares issued on conversion of Class B Performance Shares, pursuant to a Share Sale and Purchase Agreement between Davey Management (Aus) Pty Ltd as trustee for the Davey Family	Refer to clause 3.1 of the SPA.	4,320,000 fully paid ordinary shares	4,320,000

		Super Fund, Devey Holdings (Aus) Pty Ltd as trustee for the Burnford Trust, Sophie Jane Rayon and Tremont dated 14 November 2015 (SPA), a copy of which is attached as Annexure A to the Form 804 given by Tremont Investments Limited to ASX on 17 November 2015.			
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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 (3)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Tremont Investments Limited	Tremont Investments Limited	Tremont Investments Limited	Relevant interest under section 608(1)(a) of the Act as the registered holder of 28,304,828 fully paid ordinary shares.	Fully paid ordinary shares, 28,304,828	28,304,828
Tremont Investments Limited	Tremont Investments Limited	Tremont Investments Limited	Relevant interest under section 608(6) of the Act in 4,320,000 fully paid ordinary shares issued on conversion of Class B Performance Shares by virtue of the SPA attached to the Form 804 given by Tremont Investments Limited to ASX on 17 November 2015.	Fully paid ordinary shares, 4,320,000	4,320,000

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
N/A	N/A

6. Addresses

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

Name	Address
Tremont Investments Limited	Suite G2-202, Level 2, La Croisette, Grand Baie, Mauritius

Signature

print name Pieter Rudolf Pretorius

Capacity Director

sign here

date 14 June 2016 (amending Form 804 dated 22 April 2016)

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 8 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.