

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Resolute Mining Limited**

ACN/ARSN **097 088 689**

1. Details of substantial holder (1)

Name **ICM Limited**

ACN/ARSN (if applicable)

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

27/06/2016

The previous notice was given to the company on

19/03/2015

The previous notice was dated

19/03/2015

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	233,579,462	36.43%	226,786,154	34.59%

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
	See Appendix "A"				

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
	See Appendix "A"				

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
See Appendix "A"	

6. Addresses

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

Name	Address
See Appendix "A"	

Signature

print name **Franci van der Walt** capacity **Notifications Administrator**

sign here  date **28 /06/2016**

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 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.

Resolute Mining Ltd – ACN 097 088 689

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 changes	Nature of change	Consideration given in relation to change	Class and number of securities	Person's votes affected
23 Jun 2016	UIL Limited	Conversion of Loan Notes	7,230,900	7,230,900	7,230,900
24 Jun 2016 - 28 Jun 2016	UIL Limited	Sales – on Market	7,600,407	6,300,000	6,300,000
23 Jun 2016	Utilico Emerging Markets Limited	Conversion of Loan Notes	4,820,600	4,820,600	4,820,600
24 Jun 2016	Utilico Emerging Markets Limited	Sales – on Market	3,751,360	3,200,000	3,200,000
20 Mar 2015 - 07 Aug 2015	Zeta Resources Limited	Purchases - on Market	1,452,328	5,660,000	5,660,000
10 May 2015	Permanent Mutual Limited	Purchase - off Market	842,091	2,903,765	2,903,765
10 May 2015	ICM Limited	Sales - off Market	842,091	2,903,765	2,903,765
11 Feb 2016 – 15 Mar 2016	Permanent Mutual Limited	Sales - on Market	2,004,117	3,803,765	3,803,765
11 Feb 2016 - 27 Jun 2016	Alliance Life Common Fund (L) Ltd	Sale - on Market	8,375,472	10,751,043	10,751,043

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	Nature of relevant interest	Class and number of securities	Person's votes
UIL Limited	JP Morgan	UIL Limited	Beneficial owner	127,057,994	127,057,994
Utilico Emerging Markets Ltd	JP Morgan	Utilico Emerging Markets Ltd	Beneficial owner	9,120,600	9,120,600
Alliance Life Common Fund (L) Ltd	HSBC Custody Nominees	Alliance Life Common Fund (L) Ltd	Beneficial owner	59,373,560	59,373,560
Zeta Resources Limited	JP Morgan	Zeta Resources Limited	Beneficial owner	3,934,000 27,300,000	3,934,000 27,300,000

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

This is Appendix A of 2 pages referred to in form 604 – Notice of change of interests of substantial holder

Resolute Mining Ltd – ACN 097 088 689

6. Addresses

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

Name	Address
UIL Limited, Utilico Emerging Markets Limited, Permanent Mutual Limited, Zeta Resources Limited and ICM Limited	34 Bermudiana Road, Hamilton, HM11, Bermuda
Alliance Life Common Fund (L)	Level 1, Lot 7, Block F, Saguking Commercial Building, Jalan Patau-Patau, 87000, Labuan F.T., Malaysia

28 /06 / 2016

Franci van der Walt
Notifications Administrator