

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

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

To Company Name/Scheme Forge Resources Ltd ("**Forge**") (ASX code: FRG)

ACN/ARSN ACN 139 886 187

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

Name Mr Nicholas Curtis  
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 31/05/2012  
The previous notice was given to the company on 22/12/2011\*  
The previous notice was dated 22/12/2011\*

\*Appendix 3Y form lodged with the ASX on 22 December 2011

**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 Forge (" <b>Forge Shares</b> ")	4,250,000	13.5% (based on 31,577,667 Forge Shares on issue)	28,250,000	35.1% (based on 80,577,667 Forge Shares on issue)

**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	Class and number of securities affected	Person's votes affected
31/05/2012	Mr Nicholas Curtis	Issue of Forge Shares to Trinity Management Pty Ltd (ACN 118 314 515) as trustee of the Forge Resources Ltd Employee Share Trust, such shares being held on behalf of Mr Nicholas Curtis, as contemplated and disclosed in the Notice of General Meeting and Explanatory Memorandum dated 24 April 2012 (" <b>NOM</b> ").	No cash consideration provided (as disclosed in the NOM)	24,000,000 Forge Shares	24,000,000

**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	Nature of relevant interest (6)	Class and number of securities	Person's votes
Wilkes Holdings Pty Ltd (" <b>WHPL</b> ") (ACN 089 132 472) and Mr Nicholas Curtis	WHPL	WHPL	WHPL has a relevant interest under s608(1) of the Corporations Act as it is the registered holder of the Forge Shares.  Nicholas Curtis is the controlling shareholder of WHPL and is taken under s608(3) of the Corporations Act to have a deemed relevant interest in the Forge Shares.	4,250,000 Forge Shares	4,250,000

Trinity Management Pty Ltd (ACN 118 314 515) ("Trinity") as trustee of the Forge Resources Ltd Employee Share Trust	Trinity	Mr Nicholas Curtis	Nicholas Curtis has a relevant interest in the Forge Shares under s608(1) and (2) of the Corporations Act as he is the beneficial holder of the Forge Shares, and controls the voting and disposal of the Forge Shares.	24,000,000 Forge Shares	24,000,000
---	---------	--------------------	---	-------------------------	------------

#### 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	

#### 6. Addresses

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

Name	Address
Mr Nicholas Curtis, Wilkes Holdings Pty Ltd and Trinity Management Pty Ltd	c/o Forge Resources Ltd, Level 24, 56 Pitt Street, Sydney NSW 2000

### Signature

print name Nicholas Curtis

capacity

sign here



date 04/06/2012

#### 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 on 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".