



### 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
18/10/2010	Peter Neil Smith	On market purchase	\$1,842.50	6,000 ordinary shares	6,000
24/01/2011	Peter Neil Smith	Exercise of options	\$100,000	500,000 ordinary shares	500,000
27/01/2011	Peter Neil Smith	Dilution due to issue of shares	N/A	N/A	N/A
17/02/2011	Peter Neil Smith	Dilution due to exercise of options	N/A	N/A	N/A
30/03/2011	Peter Neil Smith	On market purchase	\$3,940.00	17,000 ordinary shares	17,000
31/03/2011	Peter Neil Smith	Exercise of options	\$100,000	500,000 ordinary shares	500,000
05/04/2011	Peter Neil Smith	On market purchase	\$1,150.00	5,000 ordinary shares	5,000
21/06/2011	Peter Neil Smith	Dilution due to issue of shares	N/A	N/A	N/A
11/01/2012	Peter Neil Smith	On market purchase	\$5,400.00	60,000 ordinary shares	60,000
13/01/2012	Peter Neil Smith	On market purchase	\$5,650.00	50,000 ordinary shares	50,000
14/02/2012	Peter Neil Smith	Dilution due to issue of shares for Share Purchase Plan	N/A	N/A	N/A
14/02/2012	Peter Neil Smith	Participation in Share Purchase Plan	\$15,000	130,719 ordinary shares	130,719

#### 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
Peter Neil Smith	Peter Neil Smith	Peter Neil Smith	Direct	1 ordinary share	1
Peter Neil Smith	Resource Holdings (WA) Pty Ltd	Resource Holdings (WA) Pty Ltd	Peter Neil Smith has an indirect power to control the exercise of votes attached to the shares	9,800,000 ordinary shares	9,800,000
Peter Neil Smith	Resource Investments & Consulting Pty Ltd	Resource Investments & Consulting Pty Ltd	Peter Neil Smith has an indirect power to control the exercise of votes attached to the shares	6,050,889 ordinary shares	6,390,889
Peter Neil Smith	Hillway Pty Ltd <Account Smith Super Fund>	Hillway Pty Ltd <Account Smith Super Fund>	Peter Neil Smith has an indirect power to control the exercise of votes attached to the shares	4,581,312 ordinary shares	4,251,312

#### 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
Peter Neil Smith	Lot 511 Udall Road Tennant Creek NT 0860
Resource Holdings (WA) Pty Ltd	13 Hillway Nedlands WA 6009
Resource Investments & Consulting Pty Ltd	13 Hillway Nedlands WA 6009
Hillway Pty Ltd	13 Hillway Nedlands WA 6009

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## Signature

print name Peter Neil Smith capacity Director



sign here \_\_\_\_\_ date 15/02/2012

### 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 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.