

# Form 604

Corporations Act 2001

Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme **Argosy Mineral Limited (AGY)**

ACN/ARSN **073 391 189**

This notice is given by BARU RESOURCES LIMITED on behalf of itself and each of its controlled bodies corporate (**BAC subsidiaries**) named in the list of 1 page annexed to this notice and marked **A**.

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

Name **Baru Resources Limited (BAC)**

ACN/ARSN (if applicable) **147 324 847**

There was a change in the interests of the substantial holder on **22 / 10 / 2013 and 23 / 10 / 2013**

The previous notice was given to the company on **22 / 10 / 2013**

The previous notice was dated **22 / 10 / 2013**

### 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 ("FPOs")	103,066,593	81.78%	104,614,191	83.01%

### 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
22 / 10 / 2013	Baru Resources Limited	Acquisition of relevant interest in ordinary shares in AGY pursuant to contracts arising as a result of acceptances of BAC's takeover offer dated 2 September 2013 ("Offer") (as varied)	1 BAC share for every 1 AGY share  (subject to terms of notices dated 2 September 2013 and 1 October 2013)	1,242,248 FPOs	1,242,248
23 / 10 / 2013	As above	As above	As above	305,350 FPOs	305,350

### 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
BAC	Various offerees who have accepted the Offer	BAC, subject to the terms of the Offer	Relevant interest under section 608(1) of the <i>Corporations Act 2001 (Cth)</i> as a result of acceptances under the Offer dated 2 September 2013 ("Offer") (as varied)	11,935,481 FPOs	11,935,481
BAC	BAC	BAC	Registered holder	92,678,710 FPOs	92,678,710



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**ANNEXURE A**

**Form 604  
Baru Resources Limited  
ACN 147 324 847**

This is the Annexure A as referred to on page 1 of the attached Form 604 (Notice of change of interests of substantial holder) signed by me and dated 24 / 10 / 2013.



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Melanie Leydin  
Company Secretary  
Baru Resources Limited

Dated: 24 / 10 / 2013

**Baru Resources Subsidiaries**

Each of the following is a subsidiary of Baru Resources Limited:

<b>Company Name</b>	<b>Country of Incorporation</b>	<b>Company Number</b>
West Galilee Exploration Pty Ltd	Australia	142 322 094
Baru Resources Pte Ltd	Singapore	201102631R