



IMC Resources Gold Holdings Pto Ltd

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F A C S I M I L E

To: ASX	From: John Morton
Attn: Company Announcement Office	Pages (Incl this page): Five (5)
Fax: 1300135638	Date: 2 May 2013
Re: Notice of change of interest of substantial holder	cc:

Dear Sir,

Please find attached a Form 604 – Notice of Change of Interest of Substantial Holder, notifying of a change of interest held in Millennium Minerals Limited.

Kind regards

A handwritten signature in black ink, appearing to be "John Morton", written over a horizontal line.

John Morton
Chief Portfolio Manager

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Millennium Minerals Limited

ACN/ARSN 003 257 556

1. Details of substantial holder(1)

Name IMC Resources Gold Holdings Pte. Ltd. and each of the IMC Group Entities in Annexure A (IMC Group)
ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 30/04/13

The previous notice was given to the company on 30/04/13

The previous notice was dated 30/04/13

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	1,198,450,308	27.41%	1,262,451,799	28.87%

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 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
29/04/13	Each member of the IMC Group	On-market acquisition of shares by Auctus Resources Fund (formally known as the LinQ Resources Fund)	A\$534,681	28,290,000 ordinary shares	28,290,000
30/04/13	Each member of the IMC Group	On-market acquisition of shares by Auctus Resources Fund (formally known as the LinQ Resources Fund)	A\$707,088	35,711,491 ordinary shares	35,711,491

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
Each member of the IMC Group	Citicorp Nominees Pty Ltd	IMC Resources Gold Holdings Pte Ltd	IMC Resources Gold Holdings Pte Ltd – direct interest through shares held by Citicorp Nominees Pty Ltd pursuant to custodian arrangements. Each of the IMC Group Entities – indirect interest	373,182,114 ordinary shares	373,182,114

			as associate of IMC Resources Gold Holdings Pte Ltd		
Each member of the IMC Group	Perpetual Corporate Trust	Auctus Resources Fund (formally known as the LinQ Resources Fund)	Auctus Resources Fund (formally known as the LinQ Resources Fund) – direct interest through shares held by Perpetual Corporate Trust pursuant to custodian arrangements. Each of the IMC Group Entities – indirect interest as associate of Auctus Resources Fund (formally known as the LinQ Resources Fund)	889,269,685 ordinary shares	889,269,685

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

6. Addresses

The addresses of persons named in this form are:

Name	Address
IMC Resources Gold Holdings Pte. Ltd.	7 Temasek Boulevard, Level 37, Suntec Tower One, Singapore 038987
Each of IMC Group Entities	Set out in the list of 1 page annexed to this notice and marked Annexure A

Signature

print name Michael Chye capacity Signed under a power of attorney for and on behalf of IMC Resources Gold Holdings Pte Ltd
Managing Director
IMC Investments Group

sign here  date 02/05/13

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

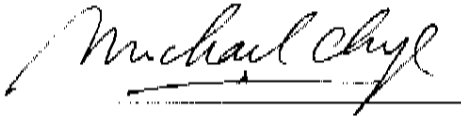
- (7) Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not 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 identify 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.

Annexure A

IMC Group Entities

This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder).

Signed under a power of attorney
for and on behalf of
IMC Resources Gold Holdings Pte Ltd



Name: Michael Chye

Capacity: Managing Director – IMC Investments Group

Date: 02 May 2013

Company	ACN	Nature of Association	Address
Auctus Resources Fund (formally known as the LinQ Resources Fund)	ARSN 108 168 190	A managed investment scheme controlled by IMC Resources Holdings Pte Ltd	N/A
IMC Resources Holdings Pte Ltd	NA	A body corporate that controls the Auctus Resources Fund (formally known as the LinQ Resources Fund)	7 Temasek Boulevard, #37-01 Suntec Tower One, Singapore 038987
IMC Fund Management Co Ltd	NA	A body corporate that has 50% control over IMC Resources Holdings Ptd Ltd	Cayside, 2nd Floor, Harbour Drive, P O. Box 30592 S.M.B. George Town, Grand Cayman, Cayman Islands
IMC Investments Ltd	NA	A body corporate that controls IMC Fund Management Co Ltd	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
IMC Resources Ltd	N/A	A body corporate that controls IMC Resources (Australia) Pty Ltd and IMC Resources Gold Holdings Pte Ltd	PO Box 905, Nerine Chambers, Road Town, Tortola, British Virgin Islands
IMC Resources Holdings Ltd	N/A	A body corporate that controls IMC Resources Ltd	PO Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
IMC Industrial Limited (formerly known as IMC Corp Limited)	N/A	A body corporate that controls IMC Resource Holdings Ltd	Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda
IMC Group Holdings Limited	N/A	A body corporate that controls IMC Industrial Limited (formerly known as IMC Corp Limited) and has 50% control over IMC Resources Holdings Ptd Ltd	Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda
IMC Pan Asia Alliance Corporation	N/A	Ultimate Holding Company	PO Box 71, Craigmuir Chambers, Road Town, Tortola, British Virgin Islands
Chavalit Tsao	N/A	Ultimate Beneficial Shareholders	28/2, Soi Ruamrueedee, Pleonchit Rd Pathumwan, Bangkok, 10330 Thailand