

RESOURCE
CAPITAL FUNDS

**Resource Capital Funds
Management Pty Ltd**
ABN: 25 098 091 715

Level 3
24 Kings Park Road
West Perth WA 6005

To: Company Announcements From: Trudy Lawrence

Fax: 1300 135 638 Pages: 4

Company: ASX Announcements Date: January 30, 2015

Re: FORM 603 CC: Company Secretary
Ausenco Limited
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FOR REVIEW ☐ PLEASE REPLY ☐ PLEASE COMMENT ☐ PLEASE RECYCLE

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NOTICE OF INITIAL SUBSTANTIAL HOLDER

Resource Capital Fund VI L.P. lodges the attached Form 603 in relation to Ausenco Limited.

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **AUSENCO LIMITED**ACN/ARSN **ACN 114 541 114****1. Details of substantial holder (1)**Name **RESOURCE CAPITAL FUND VI L.P. ("RCF VI") AND IAN BURVILL**ACN/ARSN (If applicable) **N/A**The holder became a substantial holder on 28 / 01 / 2015**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY FULLY PAID SHARES	8,871,887	8,871,887	5.27%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
RCF VI	BENEFICIAL HOLDER	8,797,312 FULLY PAID ORDINARY SHARES
IAN BURVILL	REGISTERED HOLDER	74,575 FULLY PAID ORDINARY SHARES

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
RCF VI	MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	RCF VI	8,797,312 FULLY PAID ORDINARY SHARES
IAN BURVILL	IAN BURVILL	IAN BURVILL AND SHARON BURVILL AS BENEFICIARIES OF TRUST	74,575 FULLY PAID ORDINARY SHARES

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
RCF VI	SEE ANNEXURE A	CASH -- SEE ANNEXURE A	NIL	8,797,312 FULLY PAID ORDINARY SHARES
IAN BURVILL	Acquired on and prior to 06/12/2013	NA -- not acquired in four months prior to 28/01/2015		74,575 FULLY PAID ORDINARY SHARES

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
IAN BURVILL	Ian Burvill is an associate of RCF VI under section 12(2)(c) of the Corporations Act 2001 (Cth) in respect of Ausenco Limited, arising from his employment relationship with Resource Capital Funds Management Pty Ltd (the adviser to RCF VI) and his participation in deliberations with respect to RCF VI's investment in Ausenco Limited.
RCF VI	RCF VI and Ian Burvill are associates in respect of Ausenco Limited for the reasons stated above.

7. Addresses

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

Name	Address
RCF VI	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 20, 120 COLLINS STREET, MELBOURNE VIC 3000, AUSTRALIA
IAN BURVILL	118 GLYDE STREET MOSMAN PARK WA 6012

Signature

print name PETER NICHOLSON

Capacity AUTHORISED OFFICER

sign here



date 30/01/2015

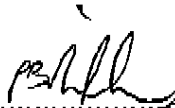
DIRECTIONS

- (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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure A

This is Annexure A of 1 page referred to in Form 603 – Notice of initial substantial holder – completed on behalf of Resource Capital Fund VI L.P. and Mr Ian Burvill.



Mr Peter Nicholson

Date of acquisition	Consideration	Number of ordinary shares
12/12/2014	\$20,042.03	48,883
16/12/2014	\$39,161.97	95,517
17/12/2014	\$475.19	1,159
18/12/2014	\$2,036.63	5,004
19/12/2014	\$1,487,500.00	3,500,000
22/12/2014	\$668.10	1,572
24/12/2014	\$248,942.05	578,935
14/01/2015	\$6,000.00	15,000
15/01/2015	\$21,645.59	54,236
16/01/2015	\$249,239.60	623,099
19/01/2015	\$3,805.20	9,513
20/01/2015	\$83,199.99	208,052
21/01/2015	\$7,147.60	17,869
22/01/2015	\$5,466.40	13,666
23/01/2015	\$28,249.20	70,623
27/01/2015	\$376,533.60	941,334
28/01/2015	\$1,041,425.60	2,603,564
29/01/2015	\$1,714.40	4,286
30/01/2015	\$2,075.00	5,000
Total Shares Purchased by Resource Capital Fund VI L.P.		8,797,312