



RESOURCE
CAPITAL FUNDS®

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To : Company Announcements
Fax No : 1300 135 638
Company : ASX Announcements
Subject : **FORM 603**

From : Miriam Sharp
Pages : 3
Date : Wednesday, February 3, 2016
Copy : Attention:
Craig Allen, CFO Ausenco Limited
Fax: 6104 8001

NOTICE OF INITIAL SUBSTANTIAL HOLDER

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

Yours faithfully

Miriam Sharp

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme AUSENCO LIMITEDACN/ARSN ACN 114 541 114**1. Details of substantial holder (1)**Name RESOURCE CAPITAL FUND VI L.P. ("RCF VI") AND IAN BURVILLACN/ARSN (if applicable) N/AThe holder became a substantial holder on 01 / 02 / 2016**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)
FULLY PAID ORDINARY SHARES	9,641,657	9,641,657	5.16%

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	FULLY PAID ORDINARY SHARES 9,567,082
IAN BURVILL	REGISTERED HOLDER	FULLY PAID ORDINARY SHARES 74,575

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	FULLY PAID ORDINARY SHARES 9,567,082
IAN BURVILL	IAN BURVILL	IAN BURVILL AND SHARON BURVILL AS BENEFICIARIES OF TRUST	FULLY PAID ORDINARY SHARES 74,575

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	01/02/2016	\$184,501.77 Establishment Fee for loan (announced by Ausenco Limited on 1/02/2016) satisfied by the issue of shares		FULLY PAID ORDINARY SHARES 595,167
	Acquired on and prior to 17/02/2015	NA – not acquired in four months prior to 01/02/2016 (however see Form 603 dated 30/01/2015 and Form 605 dated 29/07/2015 for details of consideration paid)		FULLY PAID ORDINARY SHARES 8,971,915

IAN BURVILL	Acquired on and prior to 06/12/2013	NA – not acquired in four months prior to 01/02/2016	FULLY PAID ORDINARY SHARES 74,575
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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 03/02/2016

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.