

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme UNION RESOURCES LIMITED

ACN/ARSN 002 118 872

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

Name JOHN DIETER KAHLBETZER  
ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on 05 / 04 /2011

The previous notice was given to the company on 09/11/2010

The previous notice was dated 08 /11/2010

### 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) |
| ORDINARY SHARES         | 425,030,000     | 22.54%           | 610,663,143    | 25.19%           |
|                         |                 |                  |                |                  |

### 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 |
|----------------|--|----------------------|---|---|-------------------------|
|                |  | SEE ANNEXURE "A"     |   |   |                         |
|                |  |                      |   |   |                         |

### 4. Present relevant interests

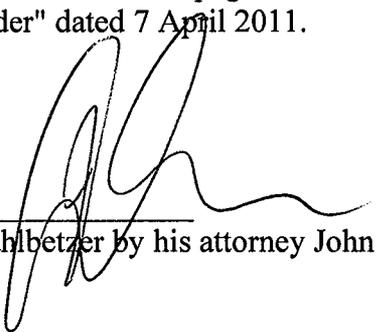
Particulars of each relevant interest of the substantial holder in voting securities after the change are as follows:

| 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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
|                             |                                 | SEE ANNEXURE "B"                               |                                 |                                |                |
|                             |                                 |  |                                 |                                |                |



**ANNEXURE "A"**

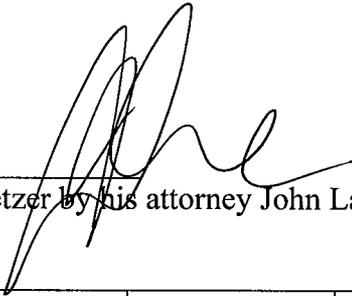
This is annexure "A" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 7 April 2011.

  
\_\_\_\_\_  
John Dieter Kahlbetzer by his attorney John Landerer

| <b>Date of change</b> | <b>Person whose relevant interest changed</b> | <b>Nature of change(6)</b>   | <b>Consideration given in relation to change(7)</b> | <b>Class and number of securities affected</b> | <b>Person's votes affected</b> |
|-----------------------|---|--|---|--|--------------------------------|
| 07/04/2011            | John Dieter Kahlbetzer                        | Acquisition of 121,437,143 ordinary shares by Twynam Agricultural Group Pty Ltd as a result of acceptance of its entitlement under the rights issue conducted by the company pursuant to the prospectus dated 28 February 2011 | \$ 1,457,245.71                                     | 121,437,143 Ordinary Shares                    | 121,437,143                    |
|                       |   | Acquisition of 64,196,000 shares under a sub-underwriting agreement between Patersons Securities and Twynam Agricultural Group Pty Ltd   | \$770,352.00  | 64,196,000 Ordinary Shares                     | 121,437,143                    |

**ANNEXURE "B"**

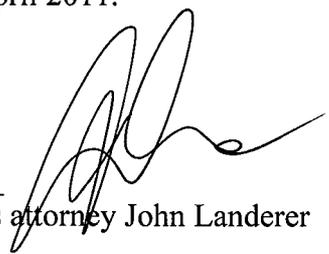
This is annexure "B" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 7 April 2011.

  
\_\_\_\_\_  
John Dieter Kahlbetzer by his attorney John Landerer

| <b>Holder of relevant interest</b> | <b>Registered holder of securities</b> | <b>Person entitled to be registered as holder(8)</b> | <b>Nature of relevant interest(6)</b>   | <b>Class and number of securities</b> | <b>Person's votes</b> |
|------------------------------------|--|--|---|---------------------------------------|-----------------------|
| John Dieter Kahlbetzer             | Twynam Agricultural Group Pty Ltd      | Twynam Agricultural Group Pty Ltd                    | Pursuant to section 608(3)(a) of the Corporations Act as John Dieter Kahlbetzer has greater than 20% voting power in Kahlbetzer Investments Pty Ltd which is the ultimate 100% holding company of Twynam Agricultural Group Pty Ltd | 610,663,143 ordinary shares           | 610,663,143           |

**ANNEXURE "C"**

This is annexure "C" of 1 page referred to in Form 604 "Notice of change of interests of substantial holder" dated 7 April 2011.



\_\_\_\_\_  
John Dieter Kahlbetzer by his attorney John Landerer

| <b>Name</b>                       | <b>Address</b>                              |
|-----------------------------------|---|
| John Dieter Kahlbetzer            | Level 10, 17 Bridge Street, Sydney NSW 2000 |
| Twynam Agricultural Group Pty Ltd | Level 10, 17 Bridge Street, Sydney NSW 2000 |
| Kahlbetzer Investments Pty Ltd    | Level 10, 17 Bridge Street, Sydney NSW 2000 |