

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To: Company Name/Scheme WESTERN DESERT RESOURCES LIMITED

ACN/ARSN 122 301 848

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

Name PERMAT HOLDINGS PTY LTD

ACN/ARSN (if applicable) 129 470 391

There was a change in the interests of the substantial holder on

27 / 09 / 2013

The previous notice was given to the company

12 / 08 / 2013

The previous notice was dated

12 / 08 / 2013

**2. Previous and present voting**

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 of 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 securities ('ORD')	56,834,489	14.48%	66,001,142	16.12%

**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 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
27/09/2013	Bruce Lawrence Mathieson	Exercise of 9,166,653 unlisted options by Permat Holdings Pty Ltd and Dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (\$0.495218 per share).	9,166,653 ORD	Permat Holdings Pty Ltd
27/09/2013	Permat Holdings Pty Ltd	Exercise of 9,166,653 options by Permat Holdings Pty Ltd and Dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (\$0.495218 per share).	9,166,653 ORD	Permat Holdings Pty Ltd
27/09/2013	Scott Douglas Perrin	Exercise of 9,166,653 options by Permat Holdings Pty Ltd and Dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (\$0.495218 per share).	9,166,653 ORD	Permat Holdings Pty Ltd

**4. Present relevant interest**

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
Permat Holdings Pty Ltd	Permat Holdings Pty Ltd	Permat Holdings Pty Ltd	Registered holder	ORD 49,166,653	49,166,653

**6. 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:

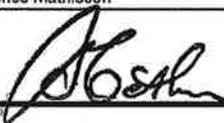
Name and ACN/ARSN (if applicable)	Nature of association
N/A	

**7. Addresses**

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

Name	Address
Permat Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
Scott Douglas Perrin	47 Albatross Avenue, Mermaid Beach QLD 4218
Bruce Lawrence Mathieson	16-20 Claremont Street, South Yarra VIC 3141
Investment Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
BLM Superannuation Nominees Pty Ltd	C/- Grant Thornton Financial, GPO Box 427, Melbourne, Vic 8060

**Signature**

print name Bruce Lawrence Mathieson capacity Director  
 sign here  date 30 / 09 / 2013

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Section 671B

**Notice of change of interests of substantial holder**

To: Company Name/Scheme WESTERN DESERT RESOURCES LIMITED

ACN/ARSN 122 301 848

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

Name BRUCE LAWRENCE MATHIESON

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

27 / 09 / 2013

The previous notice was given to the company on

12 / 08 / 2013

The previous notice was dated

12 / 08 / 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 of 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 securities ('ORD')	56,834,489	14.48%	66,001,142	16.12%

**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 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
27/09/2013	Bruce Lawrence Mathieson	Exercise of 9,166,653 unlisted options by Permat Holdings Pty Ltd and dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (0.495218 per share)	9,166,653 ORD	Permat Holdings Pty Ltd
27/09/2013	Permat Holdings Pty Ltd	Exercise of 9,166,653 unlisted options by Permat Holdings Pty Ltd and dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (0.495218 per share)	9,166,653 ORD	Permat Holdings Pty Ltd
27/09/2013	Scott Douglas Perrin	Exercise of 9,166,653 options by Permat Holdings Pty Ltd and Dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (0.495218 per share)	9,166,653 ORD	Permat Holdings Pty Ltd

**4. Present relevant interest**

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
Bruce Lawrence Mathieson	Permat Holdings Pty Ltd	Permat Holdings Pty Ltd	Pursuant to section 608(3) of the Corporations Act, Bruce Lawrence Mathieson has a deemed relevant interest in securities held by Permat Holdings Pty Ltd.	ORD 49,166,653	49,166,653
	Investment Holdings Pty Ltd	Investment Holdings Pty Ltd	Pursuant to section 608(3) of the Corporations Act, Bruce Lawrence Mathieson has a deemed relevant interest in securities held by Investment Holdings Pty Ltd	ORD 13,654,489	13,654,489
	BLM Superannuation Nominees Pty Ltd	BLM Superannuation Nominees Pty Ltd	Pursuant to section 608(3) of the Corporations Act, Bruce Lawrence Mathieson has a deemed relevant interest in securities held by BLM Superannuation Nominees Pty Ltd	ORD 3,180,000	3,180,000

**6. 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
N/A	

**7. Addresses**

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

Name	Address
Permat Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
Scott Douglas Perrin	47 Albatross Avenue, Mermaid Beach QLD 4218
Bruce Lawrence Mathieson	16-20 Claremont Street, South Yarra VIC 3141
Investment Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
BLM Superannuation Nominees Pty Ltd	C/- Grant Thornton Financial, GPO Box 427, Melbourne, Vic 8060

**Signature**

print name Bruce Lawrence Mathieson

capacity

sign here



date

30 / 9 / 2013

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**Notice of change of interests of substantial holder**

To: Company Name/Scheme WESTERN DESERT RESOURCES LIMITED

ACN/ARSN 122 301 848

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

Name SCOTT DOUGLAS PERRIN

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on

27 / 09 / 2013

The previous notice was given to the company on

12 / 08 / 2013

The previous notice was dated

12 / 08 / 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 of 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 securities ('ORD')	56,834,489	14.48%	66,001,1421	16.12%

**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 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
27/09/2013	Scott Douglas Perrin	Exercise of 9,166,653 options by Permat Holdings Pty Ltd and Dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (\$0.495218 per share).	9,166,653 ORD	Permat Holdings Pty Ltd
16/07/2013	Bruce Lawrence Mathieson	Exercise of 9,166,653 unlisted options by Permat Holdings Pty Ltd and dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (0.495218 per share)	9,166,653 ORD	Permat Holdings Pty Ltd
16/07/2013	Permat Holdings Pty Ltd	Exercise of 9,166,653 unlisted options by Permat Holdings Pty Ltd and dilution following issue of 7,827,261 new shares arising from the exercise of unlisted options by third parties.	\$4,539,492 (0.495218 per share)	9,166,653 ORD	Permat Holdings Pty Ltd

#### 4. Present relevant interest

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
Scott Douglas Perrin	Permat Holdings Pty Ltd	Permat Holdings Pty Ltd	Pursuant to section 608(3) of the Corporations Act, Scott Douglas Perrin has a deemed relevant interest in securities held by Permat Holdings Pty Ltd.	ORD 49,166,653	49,166,653

#### 6. 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
N/A	

#### 7. Addresses

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

Name	Address
Permat Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
Scott Douglas Perrin	47 Albatross Avenue, Mermaid Beach QLD 4218
Bruce Lawrence Mathieson	16-20 Claremont Street, South Yarra VIC 3141
Investment Holdings Pty Ltd	16-20 Claremont Street, South Yarra VIC 3141
BLM Superannuation Nominees Pty Ltd	C/- Grant Thornton Financial, GPO Box 427, Melbourne, Vic 8060

### Signature

print name Scott Douglas Perrin

capacity Director

sign here



date

30 1 9 113