

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Argosy Mineral Limited (AGY)**

ACN/ARSN **073 391 189**

This notice is given by BARU RESOURCES LIMITED on behalf of itself and each of its controlled bodies corporate (**BAC subsidiaries**) named in the list of 1 page annexed to this notice and marked **A**.

1. Details of substantial holder (1)

Name **Baru Resources Limited (BAC)**

ACN/ARSN (if applicable) **147 324 847**

There was a change in the interests of the substantial holder on **31 / 10 / 2013 – 14 / 11 / 2013**

The previous notice was given to the company on **31 / 10 / 2013**

The previous notice was dated **31 / 10 / 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 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 ("FPOs")	109,429,778	86.83%	110,711,353	87.85%

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 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
31 / 10 / 2013	Baru Resources Limited	Acquisition of relevant interest in ordinary shares in AGY pursuant to contracts arising as a result of acceptances of BAC's takeover offer dated 2 September 2013 ("Offer") (as varied)	1 BAC share for every 1 AGY share (subject to terms of notices dated 2 September 2013 and 1 October 2013)	432,309 FPOs	432,309
01 / 11 / 2013	As above	As above	As above	245,476 FPO's	245,476
04 / 11 / 2013	As above	As above	As above	154,288 FPO's	154,288
05 / 11 / 2013	As above	As above	As above	48,520 FPO's	48,520
06 / 11 / 2013	As above	As above	As above	5,692 FPO's	5,692
11 / 11 / 2013	As above	As above	As above	31,790 FPO's	31,790
13 / 11 / 2013	As above	As above	As above	310,500 FPO's	310,500
14 / 11 / 2013	As above	As above	As above	53,000 FPO's	53,000

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
BAC	Various offerees who have accepted the Offer	BAC, subject to the terms of the Offer	Relevant interest under section 608(1) of the <i>Corporations Act 2001 (Cth)</i> as a result of acceptances under the Offer dated 2 September 2013 ("Offer") (as varied)	849,266 FPOs	849,266
BAC	BAC	BAC	Registered holder	109,862,087 FPOs	109,862,087

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 as follows:

Name	Address
Baru Resources Limited	Level 4, 100 Albert Road, South Melbourne VIC 3205

Signature

print name **Melanie Leydin** capacity **Company Secretary**

sign here



date

15 / 11 / 2013

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 identity 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

**Form 604
Baru Resources Limited
ACN 147 324 847**

This is the Annexure A as referred to on page 1 of the attached Form 604 (Notice of change of interests of substantial holder) signed by me and dated 15 / 11 / 2013.



Melanie Leydin
Company Secretary
Baru Resources Limited

Dated: 15 / 11 / 2013

Baru Resources Subsidiaries

Each of the following is a subsidiary of Baru Resources Limited:

Company Name	Country of Incorporation	Company Number
West Galilee Exploration Pty Ltd	Australia	142 322 094
Baru Resources Pte Ltd	Singapore	201102631R