

Form 603

Corporations Law
Section 671B

Notice of Initial Substantial Holder

To Company Name/Scheme Blackthorn Resources Limited

ACN/ARSN _____

1. Details of substantial holder (1)

Name JPMorgan Chase & Co. and its affiliates

ACN (if applicable) N/A

The holder became a substantial holder on 9 Apr 2013

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	Persons' votes (5)	Voting power (6)
Ordinary	8,261,612	8,261,612	5.03%

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
J.P. Morgan Investment Management Inc.	In its capacity as investment manager or in various other related capacities	295,150 Ordinary
JPMorgan Asset Management (UK) Limited	In its capacity as investment manager or in various other related capacities	7,966,462 Ordinary

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
N/A			

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	
See Appendix				

6. Associates

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

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

7. Addresses

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

Name	Address
JPMorgan Chase & Co.	1111 Polaris Parkway, Columbus, Ohio 43240

Signature

print name Caroline Phong capacity Executive Director / JPMorgan Chase Bank, N.A.
sign here  date 10th April 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 7 of the form.
- (2) See the definition of "associate" in section 9 of the Corporations Law.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Law.
- (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).
- (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.

For the Period between 10 Dec 2012 to 9 Apr 2013

Appendix

Date	Entity	Instruments	Type of transaction	Ccy	Price	Quantity
13-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.15	4,500
13-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.15	3,300
18-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.21	78,125
18-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.21	46,875
19-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.35	58,101
19-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.24	96,875
19-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.35	34,860
19-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.24	58,125
20-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.38	129,524
20-Dec-12	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.38	77,715
3-Jan-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.29	9,600
3-Jan-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.29	7,000
9-Jan-13	JPMCB	BLACKTHORN RESOURCES LTD	Sell	AUD	1.30	(17,625)
10-Jan-13	JPMCB	BLACKTHORN RESOURCES LTD	Sell	AUD	1.29	(15,000)
14-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	37,670
14-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	308
14-Feb-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	9,589
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	23,943
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	13,570
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	101,261
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	196
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	111
15-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	828
15-Feb-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	6,094
15-Feb-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	3,454
15-Feb-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.22	25,776
18-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.21	43,556
18-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.21	357
18-Feb-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.21	11,087
27-Feb-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Sell	AUD	1.01	(4,800)
28-Mar-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	36,908
28-Mar-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	27,681
28-Mar-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	240
28-Mar-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	184
28-Mar-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	1,107
28-Mar-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	1,384
2-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	21,664
2-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	16,248
2-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	-	1.00	141
2-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	108
2-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	650
2-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	812
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	1,647
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	13,381
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	1,236
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	10,035
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	11
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	87
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	8
3-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	67
3-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	49
3-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	401
3-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	62
3-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	1.00	502
4-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	37,725
4-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	28,294
4-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	245
4-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	189
4-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	1,132
4-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.97	1,415
5-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	70,426
5-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	52,819
5-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	458
5-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	352
5-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	2,113
5-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.94	2,641
8-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	109,349
8-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	82,012
8-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	711
8-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	547
8-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	3,281
8-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.82	4,100
9-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	108,900
9-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	81,675
9-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	707
9-Apr-13	JPMAM(UK)	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	545
9-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	3,267
9-Apr-13	JPMIMI	BLACKTHORN RESOURCES LTD	Purchase	AUD	0.70	4,084

"JPMAM(UK)" = JPMorgan Asset Management (UK) Limited

"JPMIMI" = J.P. Morgan Investment Management Inc

"JPMCB" = JPMorgan Chase Bank, National Association