

**Form 603**  
Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme      Windward Resources Ltd

ACN/ARSN      158 432 270

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

Name      Independence Group NL (ACN 092 786 304) (**Independence**) and each of the entities listed in Annexure A

ACN/ARSN (if applicable)      See Annexure A

The holder became a substantial holder on      05/10/2016

**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	14,134,929	14,134,929	13.08% (based on 108,057,031 ordinary shares on issue)

**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
Independence	Independence has a relevant interest under section 608(1) and/or section 608(8) of the Corporations Act.  The shares which are the subject of the on-market purchase have not yet been transferred from the sellers. IGO's power to vote or dispose of the shares the subject of the on-market purchases is qualified since it is not presently registered as the holder of the shares.	14,134,929 fully paid ordinary shares

**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
Independence	Various sellers of ordinary shares on-market (pending settlement of on-market purchases)	Independence	14,134,929 fully paid ordinary shares

**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	
Independence	05/10/2016	Total of \$2,679,982.54		14,134,929 fully paid ordinary shares

**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
The companies listed in Annexure A	Each company listed in Annexure A is an associate of Independence pursuant to section 12 of the Corporations Act as it is controlled by Independence

## 7. Addresses

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

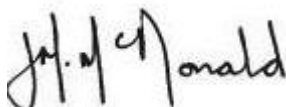
Name	Address
Independence and each company listed in Annexure A	Suite 4, Level 5, 85 South Shore Esplanade, South Perth, Western Australia, 6151

## Signature

print name JOANNE MCDONALD

capacity COMPANY SECRETARY

sign here



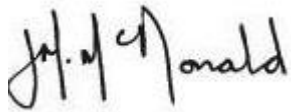
date 05/10/2016

### 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, moneys 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.

## **ANNEXURE A**

This Annexure A of 1 page referred to in Form 603 – Notice of initial substantial holder signed by me and dated 5 October 2016

A handwritten signature in black ink, appearing to read 'Joanne McDonald', is positioned above the printed name.

Joanne McDonald  
Company Secretary  
Independence Group NL (ACN 092 786 304)

### **Related bodies corporate of Independence Group NL (ACN 092 786 304)**

Independence Long Pty Ltd (ACN 098 270 789)  
Independence Jaguar Pty Ltd (ACN 060 620 751)  
Independence Karlawinda Pty Ltd (ACN 146 899 863)  
Independence Newsearch Pty Ltd (ACN 142 192 701)  
Independence Nova Holdings Pty Ltd (ACN 009 150 083)  
Independence Nova Pty Ltd (ACN 146 091 527)  
Independence Europe Pty Ltd (ACN 167 644 519)  
Independence Stockman Parent Pty Ltd (ACN 124 695 549)  
Independence Stockman Project Pty Ltd (ACN 124 695 567)  
Independence Jaguar Project Parent Pty Ltd (ACN 145 736 278)  
Independence Jaguar Project Pty Ltd (ACN 145 739 251)  
Independence Group Europe AB (entity registered in Sweden)