

MinterEllison

19 May 2020

BY ELECTRONIC LODGEMENT

The Manager
Company Announcements Office
ASX Limited

Dear Sir / Madam

Alt Resources Limited (ASX: ARS) – Notice of Initial Substantial Holder (Form 603)

We act for Aurenne Ularring Pty Ltd ACN 640 687 618 and Aurenne Group Holdings Pty Limited ACN 627 857 176, (**Aurenne**).

On behalf of Aurenne, we enclose signed ASIC Form 603 (Notice of Initial Substantial Holder) advising that Aurenne and other entities and persons have become substantial holders of Alt Resources Limited ACN 168 928 416.

Yours faithfully
MinterEllison



Ron Forster
Partner

Contact: Suzie Losanno T: +61 2 9921 4872
suzie.losanno@minterellison.com
Partner: Ron Forster T: +61 2 9921 4923
OUR REF: 1298153

Enclosure



Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Alt Resources Limited

ACN/ARSN ACN 168 928 416

1. Details of substantial holder (1)

Name Aureenne Ularring Pty Ltd ACN 640 687 618 (AUPL), Aureenne Group Holdings Pty Ltd ACN 627 857 176 (AGH), each of AGH's controlled entities set out in Annexure "A" (AGH Group), Carl Alec Rose, Ravindran George Underwood and Margaret Colleen Hoddinott Brice

ACN/ARSN (if applicable) as above

The holder became a substantial holder on 14 May 2020

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	30,981,598	30,981,598	5.10% (based on 607,419,129 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
AUPL	Has a relevant interest by virtue of section 608(1)(a) of the Corporations Act 2001 (Cth) as the registered holder of the shares	30,981,598 fully paid ordinary shares
AGH	Has a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth) as AGH controls AUPL (its wholly owned subsidiary)	30,981,598 fully paid ordinary shares
AGH Group	Each entity has a relevant interest in all the shares that AGH has a relevant interest in (referred to above) by virtue of section 608(3)(a) and (b) of the Corporations Act 2001 (Cth)	30,981,598 fully paid ordinary shares
Carl Alec Rose	Has a relevant interest by virtue of section 608(1)(c) of the Corporations Act 2001 (Cth) as Mr Rose has authority as a director of AUPL to acquire and dispose of shares in Alt Resources Limited on behalf of AUPL.	30,981,598 fully paid ordinary shares
Ravindran George Underwood	Has a relevant interest by virtue of section 608(1)(c) of the Corporations Act 2001 (Cth) as Mr Underwood has authority as a director of AUPL to acquire and dispose of shares in Alt Resources Limited on behalf of AUPL	30,981,598 fully paid ordinary shares
Margaret Colleen Hoddinott Brice	Has a relevant interest by virtue of section 608(3)(b) of the Corporations Act 2001 (Cth)	30,981,598 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
AUPL, AGH, each entity in the AGH Group, Carl Alec Rose, Ravindran George Underwood and Margaret Colleen Hoddinott Brice	AUPL	AUPL	30,981,598 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	
AUPL, AGH, each entity in the AGH Group, Carl Alec Rose, Ravindran George Underwood and Margaret Colleen Hoddinott Brice	8 May 2020	\$0.0435 cash per ordinary share		5,855,769 fully paid ordinary shares
	11 May 2020	\$0.0448 cash per ordinary share		5,594,231 fully paid ordinary shares
	12 May 2020	\$0.0450 cash per ordinary share		9,550,000 fully paid ordinary shares
	13 May 2020	\$0.0443 cash per ordinary share		6,400,230 fully paid ordinary shares
	14 May 2020	\$0.0440 cash per ordinary share		3,581,368 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
AUPL and each entity in the AGH Group (set out in Annexure A)	Each of these entities is an associate of AGH by virtue of section 12(2)(a) of the Corporations Act 2001 (Cth) as each of those entities is a body corporate that AGH controls.
Carl Alec Rose	Mr Rose is an associate of AUPL by virtue of section 12(2)(b) of the Corporations Act 2001 (Cth) as a result of his authority on behalf of AUPL to acquire and dispose of shares in Alt Resources Limited
Ravindran George Underwood	Mr Underwood is an associate of AGH by virtue of section 12(2)(b) of the Corporations Act 2001 (Cth) as a result of his authority on behalf of AUPL to acquire and dispose of shares in Alt Resources Limited


7. Addresses

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

Name	Address
AUPL	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
AGH	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Each entity in the AGH Group	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Carl Alec Rose	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Ravindran George Underwood	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072
Margaret Colleen Hoddinott Brice	Suite 2 Level 3, 828 Pacific Highway, Gordon, NSW, 2072

Signature

print name Ravindran George Underwood capacity Self and authorised signatory for AUPL, AGH, AGH Group, Carl Alec Rose and Margaret Colleen Hoddinott Brice

sign here  date 19/05/2020

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 is Annexure "A" of 1 page referred to in the Form 603 Notice of Initial Substantial Holder for Aureenne Ularring Pty Ltd signed by me and dated 19 May 2020

Signature:



Print Name: Ravindran George Underwood

Capacity: Self and Authorised signatory

Date: 19 May 2020

DETAILS OF AURENNE GROUP HOLDINGS PTY LTD CONTROLLED ENTITIES

Entity	Interest Held	Place of Incorporation
Aureenne Kalpini Pty Ltd ACN 625 727 880	100%	New South Wales
Aureenne Parker Range Pty Ltd ACN 627 858 842	100%	New South Wales
Aureenne Cannon Pty Ltd ACN 634 889 982	100%	New South Wales
Aureenne NIC Pty Ltd ACN 640 229 312	100%	New South Wales
Aureenne Haze Pty Ltd ACN 640 229 278	100%	New South Wales