

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Millennium Minerals Limited (subject to Deed of Company Arrangement)(Receivers and Managers appointed)**

ACN/ARSN **003 257 556**

1. Details of substantial holder(1)

Name **IMC Resources Gold Holdings Pte. Ltd. and each other entity in Annexure A (collectively, the IMC Group Entities)**

ACN/ARSN (if applicable) **N/A**

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

30/04/2020

The previous notice was given to the company on

11/12/2015

The previous notice was dated

11/12/2015

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	357,026,097	48.07%	891,470,031	100%

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 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
12/06/2016	Each of the IMC Group Entities	Internal transfer of shares between the IMC Group Entities - IMC Resources Gold Holdings Pte Ltd transferred shares to Auctus Resources Fund	NA – internal transfer of shares between the IMC Group Entities	157,615,230 ordinary shares	157,615,230
05/09/2016	Each of the IMC Group Entities	Exercise of call options by IMC Resources Gold Holdings Pte Ltd	A\$740,080	22,000,000 ordinary shares	22,000,000
01/04/2019	Each of the IMC Group Entities	Subscription for shares by IMC Resources Gold Holdings Pte Ltd in a rights issue announced on 25 February 2019	A\$412,500	2,500,000 ordinary shares	2,500,000
01/04/2019	Each of the IMC Group Entities	Subscription for shares by IMC Resources Ltd in a rights issue announced on 25 February 2019	A\$900,377	5,456,828 ordinary shares	5,456,828
01/04/2019	Each of the IMC Group Entities	Subscription for shares by JP Morgan Nominees Australia Pty Limited as	A\$5,793,862	35,114,318 ordinary shares	35,114,318

		nominee for Auctus Resources Fund in a rights issue announced on 25 February 2019			
30/04/2020	Each of the IMC Group Entities	Acquisition of shares by Heritas Capital Management (Australia) Pty Ltd as Trustee for Auctus Resources Fund, in accordance with Court orders under section 444GA of the <i>Corporations Act 2001</i> (Cth) (Act) made on 23 April 2020 and the terms of DOCA approved at a meeting of creditors held on 17 January 2020.	Nil	469,372,788 ordinary shares	469,372,788

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
Each of the IMC Group Entities	IMC Resources Gold Holdings Pte Ltd	IMC Resources Gold Holdings Pte Ltd	IMC Resources Gold Holdings Pte Ltd - direct interest, including as registered holder. Each of the other IMC Group Entities – indirect interest as associate of IMC Resources Gold Holdings Pte Ltd and due to section 608(3) of the Act.	24,500,000 ordinary shares	24,500,000
Each of the IMC Group Entities	JP Morgan Nominees Australia Pty Ltd	Heritas Capital Management (Australia) Pty Ltd as Trustee for Auctus Resources Fund	Auctus Resources Fund/its beneficiary IMC Resources Holdings Pte Ltd – direct interest, including through power to acquire shares (through the Trustee of Auctus Resources Fund) held by JP Morgan Nominees Australia Pty Ltd pursuant to custodian arrangements. Each of the other IMC Group Entities – indirect interest as associate of Auctus Resources Fund/IMC Resources Holdings Pte Ltd and due to section 608(3) of the Act.	344,120,321 ordinary shares	344,120,321
Each of the IMC Group Entities	Heritas Capital Management (Australia) Pty Ltd as Trustee for Auctus Resources Fund	Heritas Capital Management (Australia) Pty Ltd as Trustee for Auctus Resources Fund	Auctus Resources Fund/its beneficiary IMC Resources Holdings Pte Ltd – direct interest, including through power to acquire shares held by Heritas Capital Management (Australia) Pty Ltd under trust arrangements. Each of the other IMC Group Entities – indirect interest as associate of Auctus Resources Fund/IMC Resources Holdings Pte Ltd and due to section 608(3) of the Act.	469,372,788 ordinary shares	469,372,788
Each of the IMC Group Entities	IMC Resources Ltd	IMC Resources Ltd	IMC Resources Ltd – direct interest, including as registered holder. Each of the other IMC Group Entities – indirect interest as	53,476,922 ordinary shares	53,476,922

			associate of IMC Resources Ltd and due to section 608(3) of the Act.		
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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
	See Annexure A

6. Addresses

The addresses of persons named in this form are:

Name	Address
IMC Resources Gold Holdings Pte Ltd and each other IMC Group Entity	9 Temasek Boulevard #11-01, Suntec Tower Two, Singapore 038989

Signature

print name Bruno Lorenzon

capacity: Director

sign here



date

4 May 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 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 identify 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

IMC Group Entities

This is Annexure A of 3 pages referred to in the Form 604 (Notice of change of interests of substantial holder).



Name: Bruno Lorenzon

Capacity: Director

Date: 4 May 2020

Company name	ACN/ ARSN	Nature of association
Group 1 Companies - IMC		
IMC Resources Gold Holdings Pte. Ltd.	N/A	Controlled wholly owned subsidiary of IMC Resources Ltd
IMC Resources Investments Pte. Ltd.	N/A	Controlled wholly owned subsidiary of IMC Resources Ltd
IMC Resources Ltd	N/A	Controlled wholly owned subsidiary of IMC Group Holdings Limited
IMC Group Holdings Limited	N/A	Controlled wholly owned subsidiary of IMC Pan Asia Alliance Corporation
IMC Pan Asia Alliance Corporation	N/A	Controlled wholly owned subsidiary of Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust
Each other subsidiary of IMC Pan Asia Alliance Corporation listed in this annexure	N/A	Subsidiary/associated company due to control by IMC Pan Asia Alliance Corporation
Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust	N/A	The trust holds all the shares in IMC Pan Asia Alliance Corporation
Fidelitycorp Limited	N/A	The Purpose Trust (of which Fidelitycorp Ltd is the purpose trustee) holds all the shares in Prudence Holdings Ltd
Chavalit Tsao	N/A	Ultimate controller of the Tsao Pao Chee (1906) Trust, Purpose Trust and IMC Pan Asia Alliance Corporation

Company name	ACN/ ARSN	Nature of association
Group 2 Companies - ARF		
Auctus Resources Fund (formerly known as the LinQ Resources Fund)	Previously ARSN 108 168 190	A trust controlled by IMC Resources Holdings Pte Ltd and of which Heritas Capital Management (Australia) Pty Ltd is the trustee
Heritas Capital Management (Australia) Pty Ltd	ACN 161 571 231	Controlled wholly owned subsidiary of IMC Resources Holdings Pte. Ltd.
IMC Resources Holdings Pte. Ltd.	N/A	50% owned by IMC Fund Management Co. Ltd. and 50% owned by IMC Group Holdings Limited
IMC Fund Management Co. Ltd.	N/A	Controlled wholly owned subsidiary of IMC Investments Ltd
IMC Investments Ltd	N/A	Controlled wholly owned subsidiary of IMC Pan Asia Alliance Corporation
IMC Pan Asia Alliance Corporation	N/A	Controlled wholly owned subsidiary of Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust
Each other subsidiary of IMC Pan Asia Alliance Corporation listed in this annexure	N/A	Subsidiary/associated company due to control by IMC Pan Asia Alliance Corporation
Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust	N/A	The trust holds all the shares in IMC Pan Asia Alliance Corporation
Fidelitycorp Limited	N/A	Purpose Trust (of which Fidelitycorp Ltd is the purpose trustee) holds all the shares in Prudence Holdings Ltd
Chavalit Tsao	N/A	Ultimate controller of the Tsao Pao Chee (1906) Trust, Purpose Trust and IMC Pan Asia Alliance Corporation

Company name	ACN/ ARSN	Nature of association
Group 3 Companies – Heritas		
Heritas Capital Management Pte. Ltd.	N/A	Controlled wholly owned subsidiary of Kinnon Investments Limited
Kinnon Investments Limited	N/A	Controlled wholly owned subsidiary of IMC Pan Asia Alliance Corporation
IMC Pan Asia Alliance Corporation	N/A	Controlled wholly owned subsidiary of Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust
Each other subsidiary of IMC Pan Asia Alliance Corporation listed in this annexure	N/A	Subsidiary/associated company due to control by IMC Pan Asia Alliance Corporation
Prudence Holdings Ltd ATF Tsao Pao Chee (1906) Trust	N/A	The trust holds all the shares in IMC Pan Asia Alliance Corporation
Fidelitycorp Limited	N/A	Purpose Trust (of which Fidelitycorp Ltd is the purpose trustee) holds all the shares in Prudence Holdings Ltd
Chavalit Tsao	N/A	Ultimate controller of the Tsao Pao Chee (1906) Trust, Purpose Trust and IMC Pan Asia Alliance Corporation