

# MinterEllison

16 June 2020

**BY ELECTRONIC LODGEMENT:**    [asxonline@asx.com.au](mailto:asxonline@asx.com.au)

ASX Market Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney NSW 2000

**Off-market bid by Aureenne Ularring Pty Ltd for Alt Resources Limited ACN 168 928 416 (ASX: ARS)**

**Form 604 Notice of change of interests of substantial holder**

We act for Aureenne Ularring Pty Ltd ACN 640 687 618 (**Aureenne**).

On behalf of Aureenne, we attach a Form 604 (Notice of change of interests of substantial holder) in relation to Aureenne's holding in Alt Resources Limited (**Alt Resources**).

Aureenne is required to give this notice pursuant to section 671B(1)(c) of the Corporations Act 2001 (Cth) following its off-market takeover bid made yesterday for all the ordinary shares in Alt Resources.

Yours faithfully  
**MinterEllison**



Ron Forster  
Partner

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OUR REF: 1298153  
enclosure

enclosure



**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of 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 and see Annexure "A" for AGH Group entities

There was a change in the interests of the

substantial holder on      3 June 2020

The previous notice was given to the company on      4 June 2020

The previous notice was dated      4 June 2020

**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	91,436,255	15.05% (based on 607,419,129 ordinary shares on issue)	92,569,443	15.24% (based on 607,419,129 ordinary shares on issue)

**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
3 June 2020	AUPL, AGH, each entity in the AGH Group, Carl Alec Rose, Ravindran George Underwood and Margaret Colleen Hoddinott Brice	On-market purchase	\$0.047 cash per ordinary share	1,133,188 fully paid ordinary shares	1,133,188

#### 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
AUPL	AUPL	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	92,569,443 fully paid ordinary shares	92,569,443
AGH	AUPL	AUPL	Has a relevant interest by virtue of section 608(3) of the Corporations Act 2001 (Cth) as AGH controls AUPL (its wholly owned subsidiary)	92,569,443 fully paid ordinary shares	92,569,443
AGH Group	AUPL	AUPL	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)	92,569,443 fully paid ordinary shares	92,569,443
Carl Alec Rose	AUPL	AUPL	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.	92,569,443 fully paid ordinary shares	92,569,443
Ravindran George Underwood	AUPL	AUPL	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	92,569,443 fully paid ordinary shares	92,569,443
Margaret Colleen Hoddinott Brice	AUPL	AUPL	Has a relevant interest by virtue of section 608(3)(b) of the Corporations Act 2001 (Cth)	92,569,443 fully paid ordinary shares	92,569,443

#### 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
Not applicable	Not applicable

#### 6. 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

*R Underwood*

date

16 / 06 /2020

### DIRECTIONS

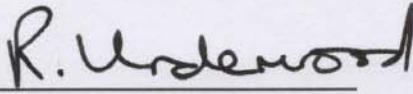
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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 on 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

This is Annexure "A" of 1 page referred to in the Form 604 Notice of Change of Interests of Substantial Holder for Aurenne Ularring Pty Ltd and others signed by me and dated 16 June 2020

Signature:



Print Name:

Ravindran George Underwood

Capacity:

Self and Authorised signatory

Date:

16 June 2020

### DETAILS OF AURENNE GROUP HOLDINGS PTY LTD CONTROLLED ENTITIES

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