

**Form 603**

Corporations Act 2001  
Section 671B

**Notice of initial substantial holder**

To Company Name/Scheme **Queensland Bauxite Limited**

ACN/ARSN **124 873 507**

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

Name **Gleneagle Securities Nominees Pty Ltd (GES Noms) & Gleneagle securities (Aust) Pty Limited (GES)**

ACN/ARSN (if applicable) **150 259 877 & 136 930 526**

The holder became a substantial holder on **13/06/2014**

**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)
<b>Fully paid ordinary shares</b>	<b>44,246,301</b>	<b>44,246,301</b>	<b>10.85%</b>

**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
<b>GES &amp; GES Noms</b>	<b>Refer to Annexure A</b>	<b>Refer to Annexure A</b>

**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
<b>GES Noms</b>	<b>GES Noms</b>	<b>GES Noms</b>	<b>44,246,301 Fully paid ordinary shares</b>

**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	
<b>GES &amp; GES Noms</b>	<b>Refer to Annexure A</b>			<b>Refer to Annexure A</b>

**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
Gleneagle Securities Nominees Pty Ltd (GES Noms)	Wholly owned subsidiary of GES

**7. Addresses**

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

Name	Address
GES	Level 10, 2 Bligh Street Sydney NSW 2000
GES Noms	Level 10, 2 Bligh Street Sydney NSW 2000

**Signature**

print name Lance Rosenberg capacity Director

sign here  date 17/06/2014

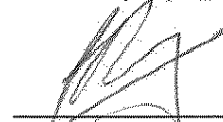
**DIRECTIONS**

- (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, 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.

## Annexure "A"

This is the Annexure of 2 pages  
marked "A" referred to in Form 603,  
Notice of initial substantial holder  
dated 17/06/2014



Lance Rosenberg, Director  
Date: 17/06/2014

Date	Holder of relevant interest	Transaction Type	Consideration given in relation to change	Number of fully paid ordinary shares	Person's votes affected
10/09/2013	GES	Acquisition of shares issued by the Company as part of a corporate transaction	No consideration was provided that was directly referable to the securities(4)	12,500,000	12,500,000
03/06/2014	GES	Sale of securities(2)	\$201,751	-8,000,000	-8,000,000
10/06/2014	GES	borrowed securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	30,000,000	30,000,000
04/06/2014	GES	Sale of securities(2)	\$1,105,552	-34,500,000	-34,500,000
10/06/2014	GES Noms	Shared issued by the Company for the conversion of bonds	\$780,000	39,000,000	39,000,000
10/06/2014	GES Noms	Re-delivering securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	-30,000,000	-30,000,000
11/06/2014	GES	borrowed securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	9,000,000	9,000,000
05/06/2014	GES	Sale of securities(2)	\$243,532	-9,000,000	-9,000,000
11/06/2014	GES	Re-delivering securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	-9,000,000	-9,000,000

Date	Holder of relevant interest	Transaction Type	Consideration given in relation to change	Number of fully paid ordinary shares	Person's votes affected
12/06/2014	GES	borrowed securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	6,000,000	6,000,000
06/06/2014	GES	Sale of securities(2)	\$182,258	-6,000,000	-6,000,000
13/06/2014	GES	Shares issued by the Company for the conversion of bonds	\$1,154,926	57,746,301	57,746,301
13/06/2014	GES	Re-elivering securities under a securities lending agreement(3)	No consideration was provided that was directly referable to the securities	-6,000,000	-6,000,000
10/06/2014	GES	Sale of securities	\$261,688	-7,500,000	-7,500,000
			Total	44,246,301	44,246,301

## Notes:

1. The Company's number of issued voting shares has fluctuated during the above period by reason of conversion of the bonds referred to above and other corporate transactions unrelated to the above, as announced by the Company from time to time. The calculations for the Notice of initial substantial holder have relied on information released by the Company to the market. The latest release by the Company relied on for this Notice was on 13 June 2014, covering the period of some of the above transactions.
2. The timing of acquisitions or disposals of relevant interests is in alignment with ASIC RG 5 *Relevant interests and substantial holding notices* and ASIC RG 222 *Substantial holding disclosure: Securities lending and prime broking*. (1) Acquisitions in the ordinary course on market are taken to arise on the day of the trade, not the day of settlement, unless the settlement failed or was deferred. (2) Disposals in the ordinary course on market which were not borrowed are taken to occur on the day of the trade, not the day of settlement, unless the settlement failed or was deferred (see also Rule (5)). (3) Acquisitions arising from issuance following conversion of securities are taken to occur on the day the voting securities are delivered. (4) Acquisitions by way of borrowing under a standard securities lending agreement are taken to arise on the day of the borrowing (even if applied for a settlement of a disposal deemed to occur on the earlier date of the transaction). (5) Disposals of voting securities which were borrowed under a standard securities lending agreement for settling a sale transaction are taken to occur on the day of the delivery for settlement. In alignment with ASIC RGs, this prevails over Rule (2) in order to reflect accurately exactly when there was an actual disposal of voting securities or a disposal of control over voting securities (and to avoid unintended duplication). (6) Disposals of voting securities which were acquired from a market purchase or arising from conversion of bonds and which were then delivered under a standard securities lending agreement (known as "re-delivering" "Equivalent Securities" in order to close the borrowing transaction) are taken to occur on the day of the re-delivery.
3. The securities lending agreement is on the standard terms of an AMSLA made 3 July 2013 with Volcan Australia Corporation Pty Ltd allowing for GES to borrow securities from time to time (if the securities are then available), on standard terms such as without restriction on voting and allowing GES as borrower to return Equivalent Securities or the lender to recall Equivalent Securities at any time. No consideration was provided that was directly referable to the securities or in any other way affects any consideration paid for securities. All securities borrowings covered by this Notice were short term to facilitate settlements of ASX market transactions and accordingly were or will be redelivered when Equivalent Securities become available (either by settlement of market purchases or delivery arising from conversions of bonds). (See any later Forms 603, 604 or 605.)
4. Issued in lieu of past and ongoing corporate advisory services, as announced by QBL's Appendix 3B released on 10 September 2013.