

# ASX Announcement



11 November 2013

01

## Substantial Shareholder Notice

Please find attached a copy of a substantial shareholder notice received by the Company.

A handwritten signature in black ink, appearing to be 'GF' or similar initials.

GREG FITZGERALD  
Company Secretary

## FACSIMILE

**To:** The Manager  
Company Announcements Office  
ASX Limited  
20 Bridge Street  
Sydney  
NSW 2000

**Fax No.:** +61 2 9778 0999

**Date:** 11 November 2013

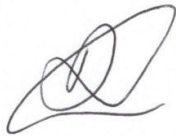
Dear Sir,

**Re: Notice of change of interest of substantial shareholder – Resolute Mining Limited (RSG)**

Please find attached a completed and signed notice of change of interest of substantial shareholder in Resolute Mining Limited, for lodging with, and announcement by the ASX.

A copy of this notice has been sent to the Company Secretary of Resolute Mining Limited.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Duncan Gutsche', written over a faint rectangular stamp.

Duncan Gutsche  
Notifications Administrator, ICM Limited

**Form 604**

Corporations Act 2001

Section 671B

**Notice of change of interests of substantial holder**To Company Name/Scheme **Resolute Mining Limited**ACN/ARSN **097 088 689****1. Details of substantial holder (1)**Name **ICM Limited**

ACN/ARSN (if applicable)

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

11/11/2013

The previous notice was given to the company on

15/08/2013

The previous notice was dated

15/08/2013**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) |
| <b>Ordinary</b>         | <b>212,328,610</b> | <b>33.12%</b>    | <b>219,412,476</b> | <b>34.23%</b>    |
|                         |                    |                  |                    |                  |

**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 |
|----------------|----------------------------------------|----------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
|                | <b>See Appendix "A"</b>                |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |
|                |                                        |                      |                                               |                                         |                         |

**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 |
|-----------------------------|---------------------------------|------------------------------------------------|---------------------------------|--------------------------------|----------------|
|                             | <b>See Appendix "A"</b>         |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |
|                             |                                 |                                                |                                 |                                |                |

**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 Appendix "A"                  |                       |
|                                   |                       |

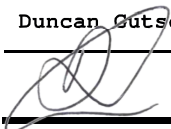
## 6. Addresses

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

| Name             | Address |
|------------------|---------|
| See Appendix "A" |         |
|                  |         |

## Signature

print name **Duncan Gutsche** capacity **Notifications Administrator**

sign here  date **11/11/2013**

## 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 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.

This is Appendix A of 2 pages referred to in form 604 – Notice of change of interests of substantial holder

Resolute Mining Ltd – ACN 097 088 689

### 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 changes | Nature of change      | Consideration given in relation to change | Class and number of securities | Person's votes affected |
|----------------------|----------------------------------------|-----------------------|-------------------------------------------|--------------------------------|-------------------------|
| 20 Aug – 11 Nov 2013 | Bermuda Commercial Bank Ltd            | Sales - on Market     | 1,469,505                                 | 1,646,754                      | 1,646,754               |
| 20 Aug – 11 Nov 2013 | Bermuda Commercial Bank Ltd            | Purchases - on Market | 2,568,200                                 | 4,350,000                      | 4,350,000               |
| 20 Aug – 11 Nov 2013 | Utilico Emerging Markets Ltd           | Sales - on Market     | 531,769                                   | 500,000                        | 500,000                 |
| 20 Aug – 11 Nov 2013 | Zeta Resources Ltd                     | Sales - on Market     | 1,769,001                                 | 1,750,000                      | 1,750,000               |
| 20 Aug – 11 Nov 2013 | Zeta Resources Ltd                     | Purchases - on Market | 4,295,448                                 | 6,630,620                      | 6,630,620               |

### 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 | Nature of relevant interest | Class and number of securities | Person's votes |
|-----------------------------------|----------------------------------|--------------------------------------------|-----------------------------|--------------------------------|----------------|
| Utilico Investments Ltd           | JP Morgan                        | Utilico Investments Ltd                    | Beneficial owner            | 117,529,227                    | 117,529,227    |
| Alliance Life Common Fund (L) Ltd | HSBC Custody Nominees            | Alliance Life Common Fund (L) Ltd          | Beneficial owner            | 65,129,484                     | 65,129,484     |
| Zeta Resources Limited            | HSBC Custody Nominees            | Zeta Resources Limited                     | Beneficial owner            | 15,600,000                     | 15,600,000     |
| Utilico Emerging Markets Ltd      | JP Morgan                        | Utilico Emerging Markets Ltd               | Beneficial owner            | 7,500,000                      | 7,500,000      |
| Bermuda Commercial Bank Ltd       | State Street Bank & Trust Boston | Bermuda Commercial Bank Limited            | Beneficial owner            | 4,050,000                      | 4,050,000      |
| CCM Pty Ltd                       | St George                        | CCM Pty Ltd                                | Beneficial owner            | 4,000,000                      | 4,000,000      |
| ICM Limited                       | State Street Bank & Trust Boston | ICM Limited                                | Beneficial owner            | 2,903,765                      | 2,903,765      |
| Eclectic Investment Company Ltd   | HSBC Custody Nominees            | Eclectic Investment Company Ltd            | Beneficial owner            | 2,700,000                      | 2,700,000      |

### 5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

### 6. Addresses

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

| Name                                                                                                 | Address                                                                                                |
|------------------------------------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------|
| Utilico Investments Ltd, and Utilico Emerging Markets Ltd                                            | 8 <sup>th</sup> Floor, Exchange House, Primrose Street, London, EC2A 2NY, UK                           |
| Alliance Life Common Fund (L) Ltd                                                                    | Level 1, Lot 7, Block F, Saguking Commercial Building, Jalan Patau-Patau, 87000, Labuan F.T., Malaysia |
| CCM Pty Ltd                                                                                          | Level 11, 1 York Street, Sydney, NSW, 2000                                                             |
| Bermuda Commercial Bank Ltd, Eclectic Investment Company Ltd, Zeta Resources Limited and ICM Limited | 1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda                                                     |



11 / 11 / 2013

Duncan Gutsche  
Notifications Administrator