

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Schema Bass Resources Limited (BSE)

ACN/ARSN 126 646 910

1. Details of substantial holder (1)

Name

1. Frontdeal Ltd
2. Unifirm Ltd
3. OOO "Kapital"
4. Alexey Mordashov.

ACN/ARSN (if applicable) N/A

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

06/03/2015

The previous notice was given to the company on

17/01/13

The previous notice was dated

17/01/13

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) (based on 550,440,029 shares on issue)	Person's votes	Voting power (5) (based on 561,640,029 shares on issue)
Ordinary shares	30,711,971	5.48%	43,140,420	7.68%

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
19/04/2012	1. Aterra Investments Limited 2. Sungrebe Investments Ltd 3. Alexey Mordashov	On market share purchase by Aterra Investments Limited	Cash - A\$0.3300 per share	Ordinary shares - 261,460	261,460
22/04/2013	1. Aterra Investments Limited 2. Sungrebe Investments Ltd 3. Alexey Mordashov	On market share purchase by Aterra Investments Limited	Cash - A\$0.3300 per share	Ordinary shares - 100,000	100,000
24/04/2013	1. Aterra Investments Limited 2. Sungrebe Investments Ltd 3. Alexey Mordashov	On market share purchase by Aterra Investments Limited	Cash - A\$0.3100 per share	Ordinary shares - 66,889	66,889
19/12/2014	1. Aterra Investments Limited 2. Sungrebe Investments Ltd	Inter-Group share sale by Aterra Investments Ltd	Cash - A\$0.1600 per share	Ordinary shares - 31,140,420	31,140,420

19/12/2014	1. Frontdeal Limited 2. Unifirm Limited 3. OOO "Kapital"	InterGroup share purchase by Frontdeal Ltd	Cash – A\$0.1600 per share	Ordinary shares – 31,140,420	31,140,420
06/03/2015	1. Frontdeal Limited 2. Unifirm Limited 3. OOO "Kapital" 4. Alexey Mordashov	On market share purchase by Frontdeal Ltd	Cash - A\$0.0900 per share	Ordinary shares – 12,000,000	12,000,000

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
Frontdeal Limited	1. Morgan Stanley (ordinary shares – 39,277,243) 2. HSBC Nominees (ordinary shares – 3,863,177)	Frontdeal Limited	Relevant interest under section 608(1)(a) of the Corporations Act 2001 (Cth) (Corporations Act) as the registered holder of the shares.	Ordinary shares – 43,140,420	43,140,420
Unifirm Limited	1. Morgan Stanley (ordinary shares – 39,277,243) 2. HSBC Nominees (ordinary shares – 3,863,177)	Frontdeal Limited	Relevant interest under section 608(3) of the Corporations Act, as the 100% shareholder of Frontdeal Limited.	Ordinary shares – 43,140,420	43,140,420
OOO "Kapital"	1. Morgan Stanley (ordinary shares – 39,277,243) 2. HSBC Nominees (ordinary shares – 3,863,177)	Frontdeal Limited	Relevant interest under section 608(3) of the Corporations Act, as the 100% shareholder of Unifirm Limited.	Ordinary shares – 43,140,420	43,140,420
Alexey Mordashov	1. Morgan Stanley (ordinary shares – 39,277,243) 2. HSBC Nominees (ordinary shares – 3,863,177)	Frontdeal Limited	Relevant interest under section 608(3) of the Corporations Act, as the ultimate controller of Frontdeal Ltd, Unifirm Ltd and OOO "Kapital".	Ordinary shares – 43,140,420	43,140,420

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 applicable)	ACN/ARSN (if applicable)	Nature of association
Aterra Investments Limited		Ceased to be the registered shareholder
Sungrebe Investments Ltd		100% shareholder of Aterra Investments Ltd
Unifirm Limited		100% shareholder of Frontdeal Limited
OOO "Kapital"		100% shareholder of Unifirm Limited
Alexey Mordashov		Control of Frontdeal Ltd, Unifirm Ltd and OOO "Kapital"

6. Addresses

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

Name	Address
Aterra Investments Limited	Trident Trust Company (B.V.I) Limited, Trident Chambers, P.O. Box 148, Road Town, Tortola, British Virgin Islands
Sungrebe Investments Ltd	Trident Trust Company (B.V.I) Limited, Trident Chambers, P.O. Box 148, Road Town, Tortola, British Virgin Islands
Frontdeal Limited	Themistokli Dervi, 3, JULIA HOUSE, 1066, Nicosia, Cyprus

Unifirm Limited	Themistokil Dervi, 3, JULIA HOUSE, 1086, Nicosia, Cyprus
ООО "Kapital"	33, Pobedy Avenue, Cherepovets, Vologda Region, 162814, Russian Federation
Alexey Mordashov	Khokhlovsky pereulok, 11 bld. 3, Moscow 129028, Russian Federation

Signature

print name Georgia Kafkalla

capacity Director

sign here

date 09/03/2015

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.