

## FORM 604 MARKET ANNOUNCEMENT – COVER PAGE

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

**CC.:** Resolute Mining Limited

**Date:** 6<sup>th</sup> August 2019

Dear Sir,

**Form 604 notice of change of interests of substantial shareholder – Resolute Mining Limited (ASX:RSG)**

The Issuer (Resolute Mining Limited) issued various market announcements dated 05 August 2019 related to the acquisition of Toro Gold Limited.

Within the Appendix 3B and Section 708A(5) Cleansing Notice released on 05 August 2019, the Issuer confirmed the issue of a further 130,457,263 ordinary shares.

As a result of this ICM Limited and its associates now hold a reduced percentage of the Issuers total issued share capital.

Please find attached notice of revised substantial shareholding, for lodging with, and announcement by the ASX.

Yours faithfully



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 holders (1)**

Name Somers Isles Private Trust Company Limited, ICM Limited (and associates listed in Annexure "A")

ACN/ARSN (if applicable) \_\_\_\_\_

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

2019/08/06

The previous notice was given to the company on

2019/02/08

The previous notice was dated

2019/02/08

**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)
Ordinary	137,552,154	18.14%	130,099,654	14.64%

**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
See Annexure "A"					

**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
See Annexure "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 ... relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of association

**6. Addresses**

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

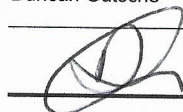
Name	Address
Somers Isles Private Trust Company Limited, UIL Limited, Alliance Life Common Fund Limited, Prime Life Common Fund Limited, General Provincial Life Pension Fund Limited, Union Mutual Pension Fund Limited, Zeta Resources Limited, ICM Limited and Duncan Saville	34 Bermudiana Road, Hamilton, HM11, Bermuda
Utilico Emerging Markets Trust plc and ICM Investment Management Limited	The Cottage, Ridgeway, The Ridge, Epsom Surrey, KT18 7EP, UK

**Signature**

print name Duncan Gutsche

capacity Notifications Administrator

sign here



date 2019/08/06

## Annexure 'A'

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 2019/08/06.

**Print Name**                      Duncan Gutsche    **Capacity**                      Notifications Administrator

**Signature**                          **Date**                      2019/08/06

### Changes in relevant interests

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
14 FEB 2019 – 25 MAR 2019	Alliance Life Common Fund Limited	Sales - on market	\$2,638,028	2,302,500	2,302,500
14 FEB 2019 – 25 MAR 2019	Zeta Resources Limited	Sales - on market	\$5,829,557	5,150,000	5,150,000
14 FEB 2019 – 25 MAR 2019	Prime Life Common Fund Limited	Change in % holding due to on market sales by Alliance Life Common Fund Limited	-	2,302,500	2,302,500
14 FEB 2019 – 25 MAR 2019	UIL Limited	Change in % holding due to on market sales by Zeta Resources Limited	-	5,150,000	5,150,000
14 FEB 2019 – 25 MAR 2019	General Provincial Life Pension Fund Limited	Change in % holding due to on market sales by Zeta Resources Limited	-	5,150,000	5,150,000
14 FEB 2019 – 25 MAR 2019	Union Mutual Pension Fund Limited	Change in % holding due to on market sales by Zeta Resources Limited	-	5,150,000	5,150,000
14 FEB 2019 – 25 MAR 2019	Somers Isles Private Trust Company Limited	Change in % holding due to on market sales by Alliance Life Common Fund Limited and Zeta Resources Limited	-	7,452,500	7,452,500
14 FEB 2019 – 25 MAR 2019	Duncan Saville	Change in % holding due to on market sales by Alliance Life Common Fund Limited and Zeta Resources Limited	-	7,452,500	7,452,500
14 FEB 2019 – 25 MAR 2019	ICM Limited	Change in % holding due to on market sales by Zeta Resources Limited	-	5,150,000	5,150,000
14 FEB 2019 – 25 MAR 2019	ICM Investment Management Limited	Change in % holding due to on market sales by Zeta Resources Limited	-	5,150,000	5,150,000



## Annexure 'B'

This is Annexure B of 2 pages referred to in Form 604 Notice of change of interests of substantial holder signed by me and dated 2019/08/06.

Print Name                      Duncan Gutsche

Capacity                      Notifications Administrator

Signature



Date                              2019/08/06

### Present relevant interests

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
UIL Limited	JP Morgan Nominees Australia Limited	UIL Limited	Beneficial Owner	90,657,994 ordinary shares	98,407,994
	JP Morgan Nominees Australia Limited	Zeta Resources Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Zeta Resources Limited holding greater than 50% of the shares on issue.	7,750,000 ordinary shares	
Utilico Emerging Markets Trust plc	JP Morgan Nominees Australia Limited	Utilico Emerging Markets Trust plc	Beneficial Owner	8,120,600 ordinary shares	8,120,600
Alliance Life Common Fund Limited	HSBC Custody Nominees	Alliance Life Common Fund Limited	Beneficial Owner	23,571,060 ordinary shares	23,571,060
Zeta Resources Limited	JP Morgan Nominees Australia Limited	Zeta Resources Limited	Beneficial Owner	7,750,000 ordinary shares	7,750,000
Prime Life Common Fund Limited	HSBC Custody Nominees	Alliance Life Common Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Alliance Life Common Fund Limited holding 100% of the shares on issue.	23,571,060 ordinary shares	23,571,060
General Provincial Life Pension Fund Limited	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having control over UIL Limited holding greater than 50% of the shares on issue.	90,657,994 ordinary shares	98,407,994
	JP Morgan Nominees Australia Limited	Zeta Resources Limited		7,750,000 ordinary shares	
Union Mutual Pension Fund Limited	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over General Provincial Life Pension Fund Limited holding 100% of the shares on issue.	90,657,994 ordinary shares	98,407,994
	JP Morgan Nominees Australia Limited	Zeta Resources Limited		7,750,000 ordinary shares	
Somers Isles Private Trust Company Limited	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Union Mutual Pension Fund Limited holding 100% of the shares on issue on each entity.	90,657,994 ordinary shares	130,099,654
	JP Morgan Nominees Australia Limited	Utilico Emerging Markets Trust plc	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited holding 100% of the shares on issue on each entity.	8,120,600 ordinary shares	
	JP Morgan Nominees Australia Limited	Zeta Resources Limited	Relevant interest under section 608(3)(a) of the Corporations Act by having voting power of above 20% in Zeta Resources Limited.	7,750,000 ordinary shares	
	HSBC Bank Australia Limited	Alliance Life Common Fund Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over Prime Life Common Fund Limited holding 100% of the shares on issue on each entity.	23,571,060 ordinary shares	

ICM Limited	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as co-investment manager for UIL Limited.	90,657,994 ordinary shares	106,528,594
	JP Morgan Nominees Australia Limited	Utilico Emerging Markets Trust plc	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as co-investment manager for Utilico Emerging Markets Trust plc.	8,120,600 ordinary shares	
	JP Morgan Nominees Australia Limited	Zeta Resources Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as investment manager Zeta Resources Limited.	7,750,000 ordinary shares	
ICM Investment Management Limited	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as co-investment manager for UIL Limited.	90,657,994 ordinary shares	106,528,594
	JP Morgan Nominees Australia Limited	Utilico Emerging Markets Trust plc	Relevant interest under sections 608(1)(b) and (c) of the Corporations Act by having power to control the exercise of voting or disposal of shares as co-investment manager for Utilico Emerging Markets Trust plc.	8,120,600 ordinary shares	
	JP Morgan Nominees Australia Limited	Zeta Resources Limited	Relevant interest under section 608(3)(a) of the Corporations Act as Co-Investment Manager of UIL Limited which has voting power of above 20% in Zeta Resources Limited.	7,750,000 ordinary shares	
Duncan Saville	JP Morgan Nominees Australia Limited	UIL Limited	Relevant interest under section 608(3)(b) of the Corporations Act by having control over ICM Limited and holding 100% of the shares in Somers Isles Private Trust Company Limited.	90,657,994 ordinary shares	130,099,654
	JP Morgan Nominees Australia Limited	Utilico Emerging Markets Trust plc		8,120,600 ordinary shares	
	JP Morgan Nominees Australia Limited	Zeta Resources Limited		7,750,000 ordinary shares	
	HSBC Bank Australia Limited	Alliance Life Common Fund Limited		23,571,060 ordinary shares	