Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To Company Name/Scheme	BAUXITE RESOURCES LTD.
ACN/ARSN	119 699 982
1. Details of substantial holder(1)	
Name ACN/ARSN (if applicable)	TAILRAIN PTY LTD (ACN 090983087) + LUKE ATKINS
There was a change in the interests of substantial holder on  The previous notice was given to the comprehensive the previous notice was dated	19.7.00

### 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:

Previous notice		Present notice	
Person's votes	Voting power (5)	Person's votes	Voting power (5)
17,041,667	12.96%	17,041,667	11.24%
	Person's votes	Person's votes Voting power (5)	Person's votes Voting power (5) Person's votes

## 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
26/69	NO CHAN	66 IN F	CTUAL HO	LDING	
	DILUTIO	N FACTUR	R. ONLY 1	DUE T	<i>ت</i>
	LARGE	PLACEM	ENT.		300

### 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
LATKINS	L ATKINS		ORD F.P. SHARES	25,000	25,060
TAILRAN	TAILRAN		11	17,016,657	17,016,667

5	Changes	in	association		N	ì		
Э.	Changes	ın	association	-	1		_	

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	

### 6. Addresses

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

Name		Address				
TAILRAIN	PTY LTD	LOT	201	HENLY	ST.	
+ LUKE A	TKINS	HEN	LEY	BROOK	W.A.	6055

# **Signature**

print name LUKE ATKINS

capacity DIRECTOR OF TAILRAIN

sign here

date 3 /8 /66

### **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.

604

# Form 604

Corporations Act 2001 Section 671B

# Notice of change of interests of substantial holder

To Company	Name/Scheme		BAUXIT	E RE	Sour	LES		LTD	
ACN/ARSN			119	699	987	_			
1. Details of	substantial hold	der(1)							
Name		Dib	KARA I	SOMIN	EES	PTY	L	TD A	NTF
ACN/ARSN (if	applicable)	MILL	. wood s	MITH	FAMI	LY T	へし	13T ACN	TF 1 008 81751
There was a ch substantial hol	hange in the interes	sts of the	3,4,0	9					
	otice was given to	the company on	3,8,0 15,5,0 15,5,0	9					
(85)	otice was dated		151510	9					
2. Previous	and present vot	ing power							
The total gumb	or of votes attache	d to all the voting st	nares in the company of	or voting interest	in the scheme	that the s	uhstai	ntial holder or an	associate (2) had a relevant into
			a substantial holding						associate (2) had a relevant into
	Class of securi	ties (4)	Previous notice	Voting power	ic)			nt notice	22 22 22 (5)
	CROWAR	Y SUARES	Person's votes		91%		0.	is votes Votin	ng power (5)
	1,50		14, -4-)	• • •	,,		, , ,	7-1	
. Changes	in relevant inter	ests							
			of, a relevant interest tial holding notice to the				in voti	ng securities of th	e company or scheme, since th
	Date of	Person whose			Consider		100-2-0-0	Class and	Person's votes
	change	relevant intere changed	st change	(6)	given in r to change			number of securities affected	affected
	DIGA	SE SEE	ATTAC	HMGN	T A	cf		PAGE	
	1 467	30 ,500	77,77	7.7.107				,,,,,,,,	
n 420 - 1980						***		l.	
I. Present r	elevant interests								
articulars of e	ach relevant intere	st of the substantial	holder in voting secur	ities after the ch	ange are as fol	lows:			
	Holder of relevant	Registered holder of		entitled egistered	Nature o	ſ		Class and number of	Person's votes
	interest	securities	as hold	3	interest (6	6)		securities	

ATTACHMENT

PUEASE

SEE

PAGE

OF

## 5. Changes in association - NIL .

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	
		*****

### 6. Addresses

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

Name	Address
DILKARA NOMINGES	16 VANGUARD TERRACE
PTY CTD	EAST PERTH WA 6004

SMITH

# **Signature**

print name

sign here

capacity

DIRECTOR

date 3/8/09

#### 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 Attachment A of 1 page referred to in Form 604- Notice of Change of Interests of Substantial Shareholder dated 3<sup>rd</sup> August 2009 for Dilkara Nominees Pty Ltd ACN 008 817 543

# 3. Changes in relevant interest

On market sale 28 Ma	y 2009 100,	000 Ord. FP shares	\$34,604
On market sale 28 Ma	y 2009 100,	000 Ord. FP shares	\$35,604
On market sale 16 Jun	e 2009 200,	000 Ord. FP shares	\$91,309.42
On market sale 3 July	2009 100,	000 Ord. FP shares	\$43,467.60
On market sale 3 <sup>rd</sup> Au	gust 2009 50,0	00 Ord. FP shares	\$22,721.70

The above shares were all sold by Dilkara Super Fund

Plus percentage holding was substantially affected by dilution factor due to the company making a large placement on 26 June 2009 – Dilkara did not participate in the placement.

### 4. Present relevant interests

Dilkara Nominees Pty Ltd as trustee for Millwood Smith Family Trust - holder and registered holder

Nature of relevant interest 11.24%

Class and number of securities 17,016,667 Ordinary fully paid shares

Persons votes 17,016,667

Dilkara Super Fund

Nature of relevant interest 0.48%

Class and number of securities 720,000 Ordinary fully paid shares

Persons votes 720,000

Brian-Smith

Director

P 1/2

604 page 1/2 15 July 2001

# Form 604

Corporations Act 2001 Section 6718

# Notice of change of interests of substantial holder

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		119	699 9	82	
of substantial ho	ider(1)				
	No	il Lith	محب ۲ ده	mallast-	Entitions
if applicable)			7	7110(140)	
change in the inter- older on	ests of the	29,6,09			
notice was given to		15/2/09			
notice was dated		212109			
and present vo	ting power				
ber of votes attach equired, and when	ed to all the young shares in now required, to give a subs	the company or votin Lantial holding notice	g interests in the scheme to to the company or scheme	hat the substantial hold , are as follows:	er or an associate (2) had a rele
Class of secu	rutines (4) Pro	evious risitice		Present notice	· · · · · · · · · · · · · · · · · · ·
			ng power (5)	Person's votes	Voting power (5)
Ordina	ry Fully Paid 19	1,366,666	14.73%	19,366,666	12.79%
eactichange in or	change in the nature of lairs	elevant interest of the	substantial holder or an are	raciale in volume commit	im -/ -/
each change in or Ider was last requi	Person whose relevant interest	elevant interest of the ding notice to the com Nature of change (6)	Gonsiderati	on Class	er of affected
Date of change	Person whose relevant interest changed	Nature of change (6)	Considerate given in rele to change (1	on Class	and Purson's votes er of affected ties
Date of	Person whose relevant interest changed	Nature of change (6)	Considerate of the change ()	on Class numb 7) securi	and Person's votes er of affected ties
Date of change	Person whose relevant interest changed	Nature of change (6)	Considerate of the change ()	on Glass ston numb 7) securi	and Purson's votes er of affected ties
Date of change	Person whose relevant interest changed	Nature of change (6)	Considerate of the change ()	on Class numb 7) securi	and Purson's votes er of affected ties
Date of change	Person whose relevant interest changed  Big Fish Big Fish Remarks F	Nature of change (6)	Considerate of the change ()	on Class numb 7) securi	and Purson's votes er of affected ties
Date of change  29/6/09	Person whose relevant interest changed  Big Fish Big Fish Remarks F	Nature of change (6)	Considerate given in relation to change ()  The class	on class numb securi	and Purson's votes er of affected ties
Date of change  29/6/09	Person whose relevant interest changed  Big Fish Bunkers H Litting	Nature of change (fi)  // Dilu-	Considerate given in relationships (i)  Considerate given in relationships (i)  The Change (i)  For a charter the change are as follows:	on Glass numb numb numb numb secun afted  Arty	and Person's votes affected ties ed
Date of change  29/6/09  elevant interests	Person whose relevant interest changed  Person whose relevant interest changed  Person whose relevant interest changed	Nature of change (6)	Considerate given in religion to change (i	on class numb securi	and Person's votes affected time ed Processed Placement
Date of change  29/6/09  elevant interests ach relevant interests Holder of relevant	Person whose relevant interest changed  Big Fish Changed  Big Fish Facility Aye  est of the substantial holder in Registered holder of	Nature of change (6)  // Dilud  in voting securities affiliate to be registere	Considerate given in relative to change (i)  The Force of	on Class numb	and Person's votes affected time ed Processed Placement
Date of change  29/6/09  elevant interests ach relevant interests Holder of relevant	Person whose relevant interest changed  Big Fish Changed  Big Fish Facility Aye  est of the substantial holder in Registered holder of	Nature of change (6)  // Dilud  in voting securities affiliate to be registere	Considerate given in release to change (i	on Class numb securi	and Person's votes affected time ed Processed Placement

#### 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.

Nature of association		
17		Alter Control
	Nature of association	

#### 6. Addresses

The addresses of persons named in this form are as follows

Name	Address	
Meil Lithgow	75 Seaward L	DOD Sovento WA 6020
7		1

## Signature

sign here date 3/8/09

\_\_\_\_\_\_\_

#### DIRECTIONS

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