

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme THOMSON RESOURCES LTD

ACN/AFSN 138 358 728

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

Name MINOTAUR RESOURCES INVESTMENTS PTY LTD

ACN/AFSN (if applicable) 108 483 683

There was a change in the interests of the  
substantial holder on 27 / 03 / 2017

The previous notice was given to the company on 17 / 12 / 2015

The previous notice was dated 16 / 12 / 2015

**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 FULLY PAID SHARES	10,000,000	10.49	11,434,860	11.51

**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
REFER TO 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
REFER TO 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 in relation to voting interests in the company or scheme are as follows:

Name and ACN/AFSN (if applicable)	Nature of association
NOT APPLICABLE	

**6. Addresses**

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

Name	Address
REFER TO ANNEXURE "C"	

**Signature**

print name VARIS LIDUMS

capacity COMPANY SECRETARY

sign here



date 29 / 03 / 2017

**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 671E(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.

**“A”**  
**THIS IS ANNEXTURE MARKED “A”**  
**OF 1 PAGE REFERRED TO IN**  
**FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**  
**OF THOMSON RESOURCES LIMITED A.C.N. 138 358 728**

**3. Changes in relevant interests**

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
11/12/2015	Minotaur Resources Investments Pty Ltd	Acquisition through Share Purchase Plan	\$15,000.00	300,000 Ordinary Shares	300,000
21/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$4,000.00	100,000 Ordinary Shares	100,000
22/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$1,800.00	40,000 Ordinary Shares	40,000
24/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$3,559.76	60,076 Ordinary Shares	60,076
25/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$800.04	13,334 Ordinary Shares	13,334
29/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$1,200.00	20,000 Ordinary Shares	20,000
30/11/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$3,500.00	50,000 Ordinary Shares	50,000
2/12/2016	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$3,601.50	51,450 Ordinary Shares	51,450
6/2/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$11,125.69	188,374 Ordinary Shares	188,374
13/2/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$8,497.56	141,626 Ordinary Shares	141,626
20/3/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$13,750.00	250,000 Ordinary Shares	250,000
23/3/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$5,540.00	80,000 Ordinary Shares	80,000
24/3/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$2,800.00	40,000 Ordinary Shares	40,000
27/3/2017	Minotaur Resources Investments Pty Ltd	On-market acquisition	\$7,000.00	100,000 Ordinary Shares	100,000

**Signature**

**Print name: VARIS LIDUMS**

**Capacity: COMPANY SECRETARY**

**Sign here:** .....



**Date: 29 March 2017**

**“B”**  
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**OF THOMSON RESOURCES LIMITED A.C.N. 138 358 728**

**4. Present relevant interests**

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
Minotaur Resources Investments Pty Ltd	Minotaur Resources Investments Pty Ltd	Minotaur Resources Investments Pty Ltd	See (a) below	11,434,860 Ordinary Fully Paid Shares	11,434,860
Minotaur Exploration Ltd	Minotaur Resources Investments Pty Ltd	Minotaur Resources Investments Pty Ltd	See (b) below	11,434,860 Ordinary Fully Paid Shares	11,434,860

*Nature of relevant interest*

(a) Registered holder of all securities in Thomson Resources Ltd held by the Minotaur Group.

(b) Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Minotaur Resources Investments Pty Ltd.

**Signature**

**Print name: VARIS LIDUMS**

**Capacity: COMPANY SECRETARY**

Sign here: 

**Date: 29 March 2017**

**“C”**  
**THIS IS ANNEXTURE MARKED “C”**  
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**FORM 604 NOTICE OF CHANGE OF INTERESTS OF SUBSTANTIAL HOLDER**  
**OF THOMSON RESOURCES LIMITED A.C.N. 138 358 728**


**6. Addresses**

Name	Address
Minotaur Resources Investments Pty Ltd (A.C.N. 108 483 683)	C/- HLB Mann Judd (SA) Pty Ltd 169 Fullarton Road DULWICH SA 5065
Minotaur Exploration Ltd (A.C.N. 108 483 601)	C/- HLB Mann Judd (SA) Pty Ltd 169 Fullarton Road DULWICH SA 5065

**Signature**

**Print name: VARIS LIDUMS**

**Capacity: COMPANY SECRETARY**

Sign here: 

**Date: 29 March 2017**