



17 July 2012

## **SUBSTANTIAL SHAREHOLDER NOTICE**

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



GREG FITZGERALD

Company Secretary

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme Resolute Mining LimitedACN/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

12/07/2012 (taking over reporting obligations of Alliance Life Common Fund (L) Limited)

The previous notice was given to the company on

10/01/2012 (by Alliance Life Common Fund (L) Limited)

The previous notice was dated

10/01/2012**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	204,349,631	31.26%	207,752,694	32.75%

**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 Appendix "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 Appendix "A"				

**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 16 / 07 / 2012

## 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

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
04-Jan-11	Alliance Life Common Fund (L) Ltd	Conversion of CULS	0	10,643	10,643
19-Mar-12	Alliance Life Common Fund (L) Ltd	Purchase - off market	911,605	559,267	559,267
31-May-12	Alliance Life Common Fund (L) Ltd	Sale - on market	368,418	250,000	250,000
04-Jun-12	Alliance Life Common Fund (L) Ltd	Sale - on market	1,175,951	766,847	766,847
05-Jun-12	Alliance Life Common Fund (L) Ltd	Sale - on market	1,180,540	750,000	750,000
19-Jun-12	CCM Pty Ltd	Purchase - on market	442,581	300,000	300,000
28-Jun-12	Bermuda Commercial Bank Limited	Purchase - on market	1,340,704	1,000,000	1,000,000
03-Jul-12	Bermuda Commercial Bank Limited	Purchase - on market	390,390	300,000	300,000
26-Mar-12	Eclectic Investment Company	Purchase - on market	900,000	500,000	500,000
18-Jun-12	Eclectic Investment Company	Purchase - off market	1,479,440	1,000,000	1,000,000
30-Mar-12	Utilico Investments Limited	Purchase -Options Exercised	500,000	500,000	500,000
29-Jun-12	Utilico Investments Limited	Purchase -Options Exercised	370,000	500,000	500,000
12-Jul-12	Utilico Emerging Markets Limited	Purchase - on market	622,227	500,000	500,000

### 4. 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
Utilico Investments Ltd	JP Morgan	Utilico Investments Ltd	Beneficial owner	126,429,227	126,429,227
Utilico Emerging Markets Ltd	JP Morgan	Utilico Emerging Markets Ltd	Beneficial owner	500,000	500,000
Alliance Life Common Fund (L) Ltd	HSBC Custody Nominees	Alliance Life Common Fund (L) Ltd	Beneficial owner	60,023,849	60,023,849
Alliance Life Common Fund (L) Ltd	St George Bank Australia	Alliance Life Common Fund (L) Ltd	Beneficial owner	1,000,000	1,000,000
CCM Pty Ltd	St George Bank Australia	CCM Pty Ltd	Beneficial owner	300,000	300,000
Alliance Life Common Fund (L) Ltd	HSBC Custody Nominees	Alliance Life Common Fund (L) Ltd	Beneficial owner	1,785,210	1,785,210
Alliance Life Common Fund (L) Ltd	State Street Bank & Trust Boston	Alliance Life Common Fund (L) Ltd	Beneficial owner	5,000,000	5,000,000
Permanent Investments Limited	State Street Bank & Trust Boston	Permanent Investments Limited	Beneficial owner	5,010,643	5,010,643
Bermuda Commercial Bank Limited	State Street Bank & Trust Boston	Bermuda Commercial Bank Limited	Beneficial owner	1,300,000	1,300,000
Eclectic Investment Company Limited	HSBC Custody Nominees	Eclectic Investment Company Limited	Beneficial owner	3,500,000	3,500,000
ICM Limited	State Street Bank & Trust Boston	ICM Limited	Beneficial owner	2,903,765	2,903,765

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

**5. Changes in association**

**Name and ACN**

**Nature of association**

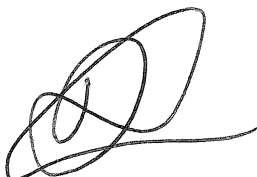
Utilico Investments Ltd	Common fund manager or acting in concert
Utilico Emerging Markets Ltd	Common fund manager or acting in concert
Permanent Investments Limited	Common fund manager or acting in concert
CCM Pty Ltd	Common fund manager or acting in concert
Bermuda Commercial Bank Limited	Common fund manager or acting in concert
Eclectic Investment Company Limited	Common fund manager or acting in concert
Alliance Life Common Fund (L) Ltd	Common fund manager or acting in concert

**6. Addresses**

**Name**

**Address**

Utilico Investments Ltd	8 <sup>th</sup> Floor, Exchange House, Primrose Street, London, EC2A 2NY, United Kingdom
Utilico Emerging Markets Ltd	8 <sup>th</sup> Floor, Exchange House, Primrose Street, London, EC2A 2NY, United Kingdom
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
Permanent Investments Limited	1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda
Bermuda Commercial Bank Limited	1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda
Eclectic Investment Company Limited	1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda
ICM Limited	1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda



Duncan Gutsche

16 / 07 / 2012

Notifications Administrator