

FACSIMILE

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

Fax No.: +61 2 9778 0999

Date: 15 August 2013

Dear Sir,

Re: Notice of change of interest of substantial shareholder – Resolute Mining Limited (RSG)

Please find attached a completed and signed notice of change of interest of substantial shareholder in Resolute Mining Limited, for lodging with, and announcement by the ASX.

A copy of this notice has been sent to the Company Secretary of Resolute Mining Limited.

Yours faithfully

A handwritten signature in black ink, appearing to be 'Duncan Gutsche', written in a cursive style.

Duncan Gutsche
Notifications Administrator, ICM Limited

Form 604Corporations 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 15/08/2013The previous notice was given to the company on 21/05/2013The previous notice was dated 21/05/2013**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	205,772,476	32.00%	212,328,610	33.12%

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 15/08/2013

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.

Resolute Mining Ltd – ACN 097 088 689

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 changes	Nature of change	Consideration given in relation to change	Class and number of securities	Person's votes affected
22 May - 15 Aug 2013	Eclectic Investment Company Ltd	Purchases - on Market	1,001,295	1,490,000	1,490,000
22 May - 15 Aug 2013	Bermuda Commercial Bank Ltd	Sales - on Market	129,931	153,246	153,246
22 May - 15 Aug 2013	CCM Pty Ltd	Sales - on Market	654,187	1,000,000	1,000,000
22 May - 15 Aug 2013	Utilico Investments Ltd	Purchases - on Market	1,859,751	2,500,000	2,500,000
22 May - 15 Aug 2013	Zeta Resources Ltd	Purchases - on Market	2,564,446	3,719,380	3,719,380

Utilico Investments Ltd transferred 7,000,000 to Zeta Resources Ltd in an off market sale on 29 May 2013.

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	Nature of relevant interest	Class and number of securities	Person's votes
Utilico Investments Ltd	JP Morgan	Utilico Investments Ltd	Beneficial owner	117,529,227	117,529,227
Alliance Life Common Fund (L) Ltd	HSBC Custody Nominees	Alliance Life Common Fund (L) Ltd	Beneficial owner	67,639,484	67,639,484
Zeta Resources Limited	HSBC Custody Nominees	Zeta Resources Limited	Beneficial owner	10,719,380	10,719,380
Utilico Emerging Markets Ltd	JP Morgan	Utilico Emerging Markets Ltd	Beneficial owner	8,000,000	8,000,000
Eclectic Investment Company Ltd	HSBC Custody Nominees	Eclectic Investment Company Ltd	Beneficial owner	4,190,000	4,190,000
ICM Limited	State Street Bank & Trust Boston	ICM Limited	Beneficial owner	2,903,765	2,903,765
Bermuda Commercial Bank Ltd	State Street Bank & Trust Boston	Bermuda Commercial Bank Limited	Beneficial owner	1,346,754	1,346,754

5. Changes in association

The persons who have become associates of, ceased to be associates of, or have changed the nature of their association with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN	Nature of association
Zeta Resources Limited	Common fund manager

6. Addresses

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

Name	Address
Utilico Investments Ltd, and Utilico Emerging Markets Ltd	8 th Floor, Exchange House, Primrose Street, London, EC2A 2NY, UK
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
Bermuda Commercial Bank Ltd, Eclectic Investment Company Ltd, Zeta Resources Limited and ICM Limited	1st Floor, 19 Par-La-Ville Road, Hamilton, Bermuda

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

A handwritten signature in black ink, appearing to read 'Duncan Gutsche', is written over the text of the name and title.

Duncan Gutsche
Notifications Administrator