

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

To Company Name/Scheme Australian Bauxite Limited

ACN/ARSN 139 494 885

1. Details of substantial holder(1)

Name State One Capital Group

ACN/ARSN (if applicable)

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

19 / 02 / 2014

The previous notice was given to the company on

21 / 06 / 2011

The previous notice was dated

21 / 06 / 2011**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)
Fully Paid Ordinary	8,701,933	8.67%	8,296,861	6.75%

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 Annexure B				

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 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
-	-

6. Addresses

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

Name	Address
Entities in Annexure A	PO Box 7625, CLOISTERS SQUARE WA 6850
	Level 14, 172 St Georges Terrace, PERTH WA 6000

Signature

print name Alan David Hill

capacity Executive Chairman

sign here



date 28 / 02 / 2014

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.

ANNEXURE A - Summary of interests in Australian Bauxite Ltd

Holder	ACN	FPO Shares
State One Stockbroking Pty Ltd	092 989 083	2,821,782
State One Holdings Pty Ltd	097 092 316	1,384,505
State One Equities Pty Ltd	064 904 650	1,233,723
WSF Pty Ltd	068 823 567	2,856,851
TOTAL:		8,296,861

ANNEXURE B - Consideration given in relation to change in holdings in Australian Bauxite Limited

Holder	Date	Shares	Consideration	Balance
State One Stockbroking Pty Ltd				2,890,417
	27/07/2011	8,000	\$4,880.00	2,898,417
	8/08/2011	15,000	\$6,750.00	2,913,417
	19/09/2011	7,810	\$4,310.50	2,921,227
	6/10/2011	11,000	\$5,060.00	2,932,227
	17/10/2011	60,000	\$29,400.00	2,992,227
	30/01/2012	60,000	\$22,999.98	3,052,227
	8/06/2012	5,000	\$2,000.00	3,057,227
	4/07/2012	10,000	\$3,834.00	3,067,227
	5/02/2013	15,555	\$4,249.84	3,082,782
	6/02/2013	19,000	\$4,959.99	3,101,782
	5/03/2013	5,000	\$1,250.00	3,106,782
	8/05/2013	32,000	\$5,640.00	3,138,782
	9/05/2013	1,409	\$267.71	3,140,191
	13/05/2013	8,591	\$1,632.29	3,148,782
	22/07/2013	30,000	\$6,150.00	3,178,782
	25/09/2013	10,000	\$1,600.00	3,188,782
	30/09/2013	-10,000	-\$1,700.00	3,178,782
	26/11/2013	-50,000	-\$12,500.00	3,128,782
	20/12/2013	3,000	\$630.00	3,131,782
	23/12/2013	-20,000	-\$4,500.00	3,111,782
	13/01/2014	27,654	\$6,775.23	3,139,436
	20/01/2014	-27,654	-\$7,328.31	3,111,782
	24/01/2014	-40,000	-\$9,200.00	3,071,782
	19/02/2014	-250,000	-\$61,383.75	2,821,782
State One Equities Pty Ltd				1,205,223
	15/03/2012	93,500	\$36,465.00	1,298,723
	12/03/2013	5,000	\$1,200.00	1,303,723
	17/12/2013	-40,000	-\$8,800.00	1,263,723
	18/12/2013	-30,000	-\$6,600.00	1,233,723
WSF Pty Ltd				2,966,788
	24/06/2011	7,955	\$4,375.25	2,974,743
	16/12/2011	25,000	\$9,000.00	2,999,743
	25/06/2013	80,210	\$14,192.29	3,079,953
	27/06/2013	-3,102	-\$542.85	3,076,851
	28/06/2013	-200,000	-\$48,000.00	2,876,851
	2/07/2013	-2,000	-\$360.00	2,874,851
	3/07/2013	2,000	\$360.00	2,876,851
	10/12/2013	-20,000	-\$4,400.00	2,856,851

ANNEXURE B (Cont'd)

Holder	Date	Shares	Consideration	Balance
State One Holdings Pty Ltd				694,505
	21/03/2013	745,000	\$134,100.00	1,439,505
	11/11/2013	-40,000	-\$10,200.00	1,399,505
	12/11/2013	-15,000	-\$3,900.00	1,384,505