

Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Cullen Resources Limited

ACN/ARSN 006 045 790

1. Details of substantial holder (1)

Name Aquila Resources Limited (ACN 092 002 769), BT.X Pty Ltd (ACN 099 392 766), Penoir Pty Ltd (ACN 095 529 445) and Mr Tony Poli

ACN/ARSN (if applicable) As above

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

19/3/2014

The previous notice was given to the company on

18/3/2013

The previous notice was dated

18/3/2013

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	104,843,426	12.81%	102,343,426	9.86%

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
19/3/2014	As per Appendix 3B lodged by Cullen Resources Limited (CUL), the total ordinary fully paid CUL shares on issue was increased to 1,038,472,843. Due to the new voting shares being issued by CUL and Mr Charles Bass ceasing to be an associate of Aquila Resources Limited since its last substantial holding notice (see paragraph 5 for further details), this has resulted in a decrease in the percentage of CUL votes held by the Substantial Holder and its associates.				

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
Aquila Resources Limited	Aquila Resources Limited	Aquila Resources Limited	Registered Holder	13,353,303	13,353,303
BT.X Pty Ltd	BT.X Pty Ltd	BT.X Pty Ltd	Registered Holder	11,300,000	11,300,000
Penoir Pty Ltd	Penoir Pty Ltd	Penoir Pty Ltd	Registered Holder	77,690,123	77,690,123
Mr Tony Poli	(a) BT.X Pty Ltd as to 11,300,000 (b) Penoir Pty Ltd as to 77,690,123 (c) Aquila Resources Limited as to 13,353,303	(a) BT.X Pty Ltd (b) Penoir Pty Ltd (c) Aquila Resources Limited	Section 608 (3) (a) – Voting power in Aquila Resources Limited above 20%	102,343,426	102,343,426

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
Mr Charles Bass	Ceased to be an associate of Aquila Resources Limited as he resigned as a non-executive director of Aquila Resources Limited in November 2013

6. Addresses

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

Name	Address
Aquila Resources Limited, BT.X Pty Ltd, Penoir Pty Ltd and Tony Poli	Level 2, 1 Preston Street, Como, Western Australia 6152

Signature

print name	TONY POLI	Capacity	DIRECTOR AQUILA RESOURCES LIMITED
Sign here		date	21 / 03 / 2014

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interest (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.