

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To: Company Name/Scheme Zeus Resources Limited ('the Company')

ACN/ARSN ACN 139 183 190

1. Details of substantial holder (1)

Name Raymond Whitten, Barbara Whitten and their controlled bodies corporate listed in Annexure A

ACN/ARSN (if applicable) _____

The holder became a substantial holder on 21 / 1 / 2013

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORD	14,683,864	14,683,864	8.15%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Raymond Whitten	Directly held voting shares	ORD 10,000
Barbara Whitten	Directly held voting shares	ORD 10,000
Barbary Coast Investments Pty Ltd	Directly held voting shares	ORD 14,613,864
Jopela Pty Ltd	Directly held voting shares	ORD 10,000
Stephendale Pty Ltd	Directly held voting shares	ORD 10,000
Rayda Investments Pty Ltd	Directly held voting shares	ORD 10,000
Newton Building Co (Bankstown) Pty Ltd	Directly held voting shares	ORD 10,000
Newton Holdings Pty Ltd	Directly held voting shares	ORD 10,000
Barbary Coast Investments Pty Ltd	Associate, holds 33.33% of voting power in Rayda Investments Pty Ltd, which holds voting shares in the Company	(disclosed above under Rayda Investments Pty Ltd)
Raymond Whitten, Barbara Whitten	Jointly control Barbary Coast Investments Pty Ltd, a body corporate holding voting shares in the Company	(disclosed above under Barbary Coast Investments Pty Ltd, Rayda Investments Pty Ltd)
Raymond Whitten	Controls Rayda Investments Pty Ltd, a body corporate holding voting shares in Company	(disclosed above under Rayda Investments Pty Ltd)
Barbara Whitten	Jointly controls Barbary Coast Investments Pty Ltd, which holds more than 20% voting power in Rayda Investments Pty Ltd, which holds voting shares in the Company	(disclosed above under Rayda Investments Pty Ltd)
Jopela Pty Ltd	Holds 50% of voting power in Stephendale Pty Ltd, which holds voting shares in the Company	(disclosed above under Stephendale Pty Ltd)
Raymond Whitten	Controls Jopela Pty Ltd, a body corporate holding voting shares in Company	(disclosed above under Jopela Pty Ltd, and Stephendale Ltd)
Stephendale Pty Ltd	Holds 50% of voting power in Jopela Pty Ltd, which holds voting shares in the Company	(disclosed above under Jopela Pty Ltd)

Raymond Whitten	Controls Stephendale Pty Ltd, a body corporate holding voting shares in Company	(disclosed above under Stephendale Pty Ltd and Jopela Pty Ltd)
Barbara Whitten	Controls Newton Building Co (Bankstown) Pty Ltd, a body corporate holding voting shares in Company	(disclosed above under Newton Building Co (Bankstown) Pty Ltd)
Barbara Whitten	Controls Newton Holdings Pty Ltd, a body corporate holding voting shares in Company	(disclosed above under Newton Holdings Pty Ltd)

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holders of relevant interest	Registered holder of Securities	Person entitled to be registered as a holder (8)	Class and number of securities
Raymond Whitten	Raymond Whitten	Raymond Whitten	ORD 10,000
Barbara Whitten	Barbara Whitten	Barbara Whitten	ORD 10,000
Raymond Whitten, Barbara Whitten, Barbary Coast Pty Ltd	Barbary Coast Investments Pty Ltd	Barbary Coast Investments Pty Ltd	ORD 12,563,384
Raymond Whitten, Barbara Whitten, Barbary Coast Pty Ltd	Barbary Coast Investments Pty Ltd ATF The Whitten Family Super A/C	Barbary Coast Investments Pty Ltd ATF The Whitten Family Super A/C	ORD 2,050,480
Raymond Whitten, Stephendale Pty Ltd, Jopela Pty Ltd	Jopela Pty Ltd	Jopela Pty Ltd	ORD 10,000
Raymond Whitten, Barbara Whitten, Barbary Coast Investments Pty Ltd, Rayda Investments Pty Ltd	Rayda Investments Pty Ltd	Rayda Investments Pty Ltd	ORD 10,000
Raymond Whitten, Jopela Pty Ltd, Stephendale Pty Ltd	Stephendale Pty Ltd	Stephendale Pty Ltd	ORD 10,000
Barbara Whitten, Newton Building Co (Bankstown) Pty Ltd	Newton Building Co (Bankstown) Pty Ltd	Newton Building Co (Bankstown) Pty Ltd	ORD 10,000
Barbara Whitten, Newton Holdings Pty Ltd	Newton Holdings Pty Ltd ATF Newton Provident Fund A/C	Newton Holdings Pty Ltd ATF Newton Provident Fund A/C	ORD 10,000

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Raymond Whitten	17/12/2012	\$2,000	NIL	ORD 10,000
Barbara Whitten	17/12/2012	\$2,000	NIL	ORD 10,000
Raymond Whitten, Barbara Whitten, Barbary Coast Investments Pty Ltd (Barbary Coast Investments Pty Ltd)	13/12/2012	\$506,900	NIL	ORD 2,534,500
Raymond Whitten, Stephendale Pty Ltd, Jopela Pty Ltd (Jopela Pty Ltd)	17/12/2012	\$2,000	NIL	ORD 10,000
Raymond Whitten, Jopela Pty Ltd, Stephendale Pty Ltd (Stephendale Pty Ltd)	17/12/2012	\$2,000	NIL	ORD 10,000
Raymond Whitten, Barbara Whitten, Barbary Coast Investments Pty Ltd, Rayda Investments Pty Ltd (Rayda Investments Pty Ltd)	17/12/2012	\$2,000	NIL	ORD 10,000

Barbara Whitten, Newton Building Co (Bankstown) Pty Ltd (Newton Building Co (Bankstown) Pty Ltd)	17/12/2012	\$2,000	NIL	ORD 10,000
Barbara Whitten, Newton Holdings Pty Ltd (Newton Holdings Pty Ltd)	17/12/2012	\$2,000	NIL	ORD 10,000

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

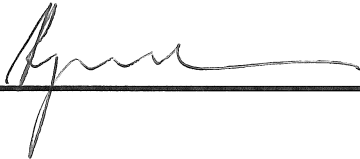
Name and ACN/ARSN (if applicable)	Nature of association
Raymond Whitten	Acting in concert
Barbara Whitten	Acting in concert
Barbary Coast Investments Pty Ltd (ACN 001 472 966)	Acting in concert
Jopela Pty Ltd (ACN 002 032 055)	Acting in concert
Rayda Investments Pty Ltd (ACN 000 064 899)	Acting in concert
Stephendale Pty Ltd (ACN 002 025 514)	Acting in concert
Newton Building Co (Bankstown) Pty Ltd (ACN 000 263 061)	Acting in concert
Newton Holdings Pty Ltd (ACN 000 171 193)	Acting in concert

7. Addresses

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

Name	Address
Raymond Whitten	C/- Whittens & McKeough Pty Limited, Level 5, 137-139 Bathurst Street, SYDNEY NSW 2000
Barbara Whitten	345 Anzac Parade, Kingsford NSW 2032
Barbary Coast Investments Pty Ltd (ACN 001 472 966)	C/- Whittens & McKeough Pty Limited, Level 5, 137-139 Bathurst Street, SYDNEY NSW 2000
Jopela Pty Ltd (ACN 002 032 055)	C/- Whittens & McKeough Pty Limited, Level 5, 137-139 Bathurst Street, SYDNEY NSW 2000
Rayda Investments Pty Ltd (ACN 000 064 899)	C/- Whittens & McKeough Pty Limited, Level 5, 137-139 Bathurst Street, SYDNEY NSW 2000
Stephendale Pty Ltd (ACN 002 025 514)	C/- Whittens & McKeough Pty Limited, Level 5, 137-139 Bathurst Street, SYDNEY NSW 2000
Newton Building Co (Bankstown) Pty Ltd (ACN 000 263 061)	345 Anzac Parade, Kingsford NSW 2032
Newton Holdings Pty Ltd (ACN 000 171 193)	345 Anzac Parade, Kingsford NSW 2032

Signature

print name	RAYMOND L. WHITE	capacity	DIRECTOR, PERSONAL
sign here		date	22 11 13

ANNEXURE 'A'

This is the annexure marked 'A' of 1 page referred to in the Notice of Initial Substantial Holder.

ACN	COMPANY NAME	CONTROLLED BY
001 472 966	Barbary Coast Investments Pty Ltd	Raymond Whitten and Barbara Whitten
002 032 055	Jopela Pty Ltd	Raymond Whitten
000 064 899	Rayda Investments Pty Ltd	Raymond Whitten
002 025 514	Stephendale Pty Ltd	Raymond Whitten
000 263 061	Newton Building Co (Bankstown) Pty Ltd	Barbara Whitten
000 171 193	Newton Holdings Pty Ltd	Barbara Whitten