

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Baru Resources Limited (BAC)**

ACN/ARSN **147 324 847**

1. Details of substantial holder (1)

Name **Mr Peter Avery and Dawesville Nominees Pty Ltd <Peter Avery Super Fund A/C>**

ACN/ARSN (if applicable) **076 750 564**

There was a change in the interests of the substantial holder on **04 / 10 / 2013**

The previous notice was given to the company on **21 / 09 / 2011**

The previous notice was dated **19 / 09 / 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 Shares ("FPOs")	3,000,003	6.02%	8,465,003	5.94%

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
24 / 10 / 2012	Dawesville Nominees Pty Ltd	Purchase on market	\$5,000	100,000 FPOs	100,000 (increase of 0.2% in voting power)
04/ 10 / 2013	Peter Avery	Issue of ordinary shares in BAC in relation to takeover offer dated 2 September 2013 ("Offer")	5,365,000 shares in Argosy Minerals Limited	5,365,000 FPOs	5,365,000 (increase of 3.77% in voting power)
04/ 10/ 2013	Mr Peter Avery	Reduction of voting power following share issue by Baru Resources Limited	N/A	8,465,003 FPOs	8,465,003 (Decrease in voting power of 4.05%)

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
Dawesville Nominees Pty Ltd	Dawesville Nominees Pty Ltd <Peter Avery Super Fund A/C>	Peter Avery	FPOs	6,880,003 FPOs	6,880,003
Dawesville Nominees Pty Ltd	Dawesville Nominees Pty Ltd <The Dawesville A/C>	Peter Avery	FPOs	525,000 FPOs	525,000
Mr Peter Avery	Mr Peter Avery <Benjamin James Avery A/C>	Mr Peter Avery	FPOs	60,000 FPOs	60,000
Mr Peter Avery	Mr Peter Avery	Mr Peter Avery	FPOs	1,000,000 FPOs	1,000,000

