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Form 604

Corporations Law  
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme **Bathurst Resources Limited**

ACN/ARSN **125 679 469**

1. Details of substantial holder

Name **Bank of America Corporation and its related bodies corporate**

ACN/ARSN (if applicable):

There was a change in the interests of the substantial holder on **4 May 2012**

The previous notice was given to the company on **17 April 2012**

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	81,051,074	11.65%	89,757,937	12.90%

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
Please see Annexure 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 holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
Merrill Lynch (Australia) Futures Ltd	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch (Australia) Futures Ltd	Beneficial Owner	Ordinary 15,752,017	15,752,017
Merrill Lynch (Equities) Australia Ltd	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch (Equities) Australia Ltd	Beneficial Owner	Ordinary 159,000	159,000
Merrill Lynch International (Australia) Ltd	MLEQ Nominees Pty Limited	Merrill Lynch International (Australia) Ltd	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix)	Ordinary 68,058,920	68,058,920
Merrill Lynch International	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch International	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix)	Ordinary 5,188,000	5,188,000
Merrill Lynch, Pierce, Fenner & Smith Incorporated	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch, Pierce, Fenner & Smith Incorporated	Borrowing of securities pursuant to Securities Lending Agreement (see Appendix)	Ordinary 600,000	600,000

#### 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
N/A	N/A

#### 6. Addresses

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

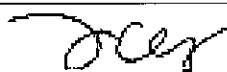
Name	Address
Bank of America Corporation	100 North Tryon Street, Charlotte, North Carolina, 28255, USA
Merrill Lynch (Australia) Futures Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch (Equities) Australia Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch International (Australia) Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch International	2 King Edward Street, London EC1A 1HQ, United Kingdom
Merrill Lynch, Pierce, Fenner & Smith Incorporated	One Bryant Park, New York NY 10036, USA
Merrill Lynch (Australia) Nominees Pty Ltd	Level 19, 120 Collins St, Melbourne Vic 3000, Australia
MLEQ Nominees Pty Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia

#### SIGNATURE

Print Name: Fiona Cheng

Capacity: Authorised signatory

Sign Here:



Date: 8 May 2012

## Annexure A

Date of change	Person whose relevant interest changed	Nature of change (4)	Consideration (5)	Class (6) of securities	Securities affected	Person's votes affected
13-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	17,198	Ordinary	26,058	26,058
13-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	74,654	Ordinary	110,533	110,533
16-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	6,450	Ordinary	9,772	9,772
16-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	28,155	Ordinary	42,575	42,575
17-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	21,255	Ordinary	32,451	32,451
17-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	21,255	Ordinary	32,451	32,451
17-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	7,312	Ordinary	10,985	10,985
18-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	3,515	Ordinary	(5,188)	(5,188)
19-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	8,989	Ordinary	12,842	12,842
19-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	102,740	Ordinary	(150,293)	(150,293)
19-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	222,156	Ordinary	327,810	327,810
19-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	215,355	Ordinary	(310,000)	(310,000)
20-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	15,012	Ordinary	(21,369)	(21,369)
23-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	36,628	Ordinary	52,325	52,325
23-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	11,185	Ordinary	(15,978)	(15,978)
23-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	36,628	Ordinary	52,325	52,325
23-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	11,185	Ordinary	(15,978)	(15,978)
24-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	36,628	Ordinary	(52,325)	(52,325)
24-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	11,185	Ordinary	15,978	15,978
26-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	2,819	Ordinary	(4,000)	(4,000)
26-Apr-12	Merrill Lynch (Australia) Futures Ltd	Sell	121,587	Ordinary	(173,983)	(173,983)
30-Apr-12	Merrill Lynch (Australia) Futures Ltd	Buy	2,413	Ordinary	3,500	3,500
1-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	24,374	Ordinary	38,084	38,084
1-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	41,241	Ordinary	63,185	63,185
1-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	2,153	Ordinary	3,500	3,500
1-May-12	Merrill Lynch (Australia) Futures Ltd	Sell	3,540	Ordinary	(5,575)	(5,575)
2-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	7,168	Ordinary	11,202	11,202
3-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	6,364	Ordinary	10,118	10,118
4-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	4,840,000	Ordinary	8,000,000	8,000,000
4-May-12	Merrill Lynch (Australia) Futures Ltd	Sell	1,068	Ordinary	(1,717)	(1,717)
4-May-12	Merrill Lynch (Australia) Futures Ltd	Buy	4,714	Ordinary	7,575	7,575
2-May-12	Merrill Lynch International (Australia) Ltd	Securities returned	N/A	Ordinary	(5,188,000)	(5,188,000)
30-Apr-12	Merrill Lynch International	Securities borrowed	N/A	Ordinary	750,000	750,000
2-May-12	Merrill Lynch International	Securities borrowed	N/A	Ordinary	5,188,000	5,188,000
4-May-12	Merrill Lynch International	Securities returned	N/A	Ordinary	(750,000)	(750,000)
30-Apr-12	Merrill Lynch, Pierce, Fenner & Smith Incorporated	Securities borrowed	N/A	Ordinary	600,000	600,000
1-May-12	Merrill Lynch, Pierce, Fenner & Smith Incorporated	Securities borrowed	N/A	Ordinary	600,000	600,000
4-May-12	Merrill Lynch, Pierce, Fenner & Smith Incorporated	Securities returned	N/A	Ordinary	(600,000)	(600,000)

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## Appendix: Prescribed information

<b>Type of agreement</b>	Prime Brokerage Agreement / Global Master Securities Lending Agreement		Australian Master Securities Lending Agreement
<b>Parties to agreement</b>	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Mathews Capital Partners Pty Limited as Trustee of the Sabre Fund	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Mathews Capital Partners Pty Limited as Trustee of Velocity Fund	Merrill Lynch International (Australia) Limited and JP Morgan Securities Australia Limited
<b>Transfer date</b>	For the period from 13 April 2012 to 4 May 2012.		
<b>Holder of voting rights</b>	Securities borrower. Securities lender may instruct the registered holder to vote on securities.		
<b>Are there any restrictions on voting rights?</b>	No		
If yes, detail	N/A		
<b>Scheduled return date (if any)</b>	On recall of the securities loan by the securities lender.		
<b>Does the borrower have the right to return early?</b>	Yes		
If yes, detail	Securities borrower will have right to return assets at any time.		
<b>Does the lender have the right to recall early?</b>	Yes		
If yes, detail	Securities lender will have right to recall assets at any time.		
<b>Will the securities be returned on settlement?</b>	Yes		
If yes, detail any exceptions	N/A		

<b>Type of agreement</b>	Master Securities Loan Agreement
<b>Parties to agreement</b>	Merrill Lynch, Pierce, Fenner & Smith Incorporated and JPMorgan Chase Bank
<b>Transfer date</b>	For the period from 13 April 2012 to 4 May 2012.
<b>Holder of voting rights</b>	Securities borrower.
<b>Are there any restrictions on voting rights?</b>	No
If yes, detail	N/A
<b>Scheduled return date (if any)</b>	On recall of the securities loan by the securities lender.
<b>Does the borrower have the right to return early?</b>	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
<b>Does the lender have the right to recall early?</b>	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
<b>Will the securities be returned on settlement?</b>	Yes
If yes, detail any exceptions	N/A