

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 **7 December 2012**

The previous notice was given to the company on **6 December 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	67,838,121	9.73%	58,640,309	8.41%

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 2,475,217	2,475,217
Merrill Lynch International	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch International	Beneficial Owner	Ordinary 5,199	5,199
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 49,522,724	49,522,724
Merrill Lynch International	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch International	Borrowing of securities pursuant to a Prime Brokerage Agreement (see Appendix)	Ordinary 5,360,000	5,360,000
Merrill Lynch International	Merrill Lynch (Australia) Nominees Pty Ltd	Merrill Lynch International	Borrowing of securities pursuant to a Securities Lending Agreement (see Appendix)	Ordinary 1,277,169	1,277,169

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:

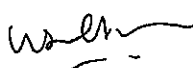
Name	Address
Bank of America Corporation	100 North Tryon Street, Charlotte, North Carolina, 28255, USA
Merrill Lynch (Australia) Futures Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch International (Australia) Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000, Australia
Merrill Lynch International	2 King Edward Street, London EC1A 1HQ, United Kingdom
Merrill Lynch (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: Roland Chan

Capacity: Authorised signatory

Sign Here:



Date: 11 December 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
5-Dec-12	Merrill Lynch (Australia) Futures Ltd	Buy	5,122	Ordinary	15,291	15,291
5-Dec-12	Merrill Lynch (Australia) Futures Ltd	Sell	26,910	Ordinary	(79,171)	(79,171)
5-Dec-12	Merrill Lynch (Australia) Futures Ltd	Sell	29,231	Ordinary	(86,007)	(86,007)
6-Dec-12	Merrill Lynch (Australia) Futures Ltd	Buy	74,243	Ordinary	221,179	221,179
6-Dec-12	Merrill Lynch (Australia) Futures Ltd	Buy	794,900	Ordinary	2,368,099	2,368,099
5-Dec-12	Merrill Lynch International (Australia) Ltd	Securities borrowed	N/A	Ordinary	51,901,608	51,901,608
7-Dec-12	Merrill Lynch International (Australia) Ltd	Securities returned	N/A	Ordinary	(5,360,000)	(5,360,000)
7-Dec-12	Merrill Lynch International (Australia) Ltd	Securities returned	N/A	Ordinary	(11,277,638)	(11,277,638)
5-Dec-12	Merrill Lynch International	Securities returned	N/A	Ordinary	(1,272,169)	(1,272,169)
5-Dec-12	Merrill Lynch International	Securities returned	N/A	Ordinary	(51,901,612)	(51,901,612)
6-Dec-12	Merrill Lynch International	Securities borrowed	N/A	Ordinary	1,277,169	1,277,169
7-Dec-12	Merrill Lynch International	Securities returned	N/A	Ordinary	(1,277,169)	(1,277,169)
7-Dec-12	Merrill Lynch International	Securities borrowed	N/A	Ordinary	5,360,000	5,360,000
7-Dec-12	Merrill Lynch International	Securities borrowed	N/A	Ordinary	1,277,169	1,277,169

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Appendix: Prescribed information

Type of agreement	Prime Brokerage Agreement / Global Master Securities Lending Agreement		
Parties to agreement	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Focus Asset Management Pty Ltd	Merrill Lynch International and Virtu Financial Asia Pty Ltd	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Mathews Capital Partners Pty Limited as Trustee of The Peak Energy and Global Resources Fund
Transfer date	For the period from 5 December 2012 to 6 December 2012.		
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.		
Are there any restrictions on voting rights?	No		
If yes, detail	N/A		
Scheduled return date (if any)	On recall of the securities loan by the securities lender.		
Does the borrower have the right to return early?	Yes		
If yes, detail	Securities borrower will have right to return assets at any time.		
Does the lender have the right to recall early?	Yes		
If yes, detail	Securities lender will have right to recall assets at any time.		
Will the securities be returned on settlement?	Yes		
If yes, detail any exceptions	N/A		

Type of agreement	Prime Brokerage Agreement / Global Master Securities Lending Agreement		
Parties to agreement	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 Susquehanna Pacific Pty Limited	Merrill Lynch International, Merrill Lynch International (Australia) Limited and Mathews Capital Partners Pty Limited as Trustee of Searchlight Asia Pacific Fund
Transfer date	For the period from 5 December 2012 to 6 December 2012.		
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.		
Are there any restrictions on voting rights?	No		
If yes, detail	N/A		
Scheduled return date (if any)	On recall of the securities loan by the securities lender.		
Does the borrower have the right to return early?	Yes		
If yes, detail	Securities borrower will have right to return assets at any time.		
Does the lender have the right to recall early?	Yes		
If yes, detail	Securities lender will have right to recall assets at any time.		
Will the securities be returned on settlement?	Yes		
If yes, detail any exceptions	N/A		

Type of agreement	Prime Brokerage Agreement / Global Master Securities Lending Agreement
Parties to agreement	Merrill Lynch International and GETCO Asia Pte. Ltd
Transfer date	For the period from 5 December 2012 to 6 December 2012.
Holder of voting rights	Securities borrower. Securities lender may instruct the registered holder to vote on securities.
Are there any restrictions on voting rights?	No
If yes, detail	N/A
Scheduled return date (if any)	On recall of the securities loan by the securities lender.
Does the borrower have the right to return early?	Yes
If yes, detail	Securities borrower will have right to return assets at any time.
Does the lender have the right to recall early?	Yes
If yes, detail	Securities lender will have right to recall assets at any time.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	N/A