

Form 604

Corporations Law
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Bathurst Resources Limited

ACN/ARSN _____

1. Details of substantial holder (1)

Name JPMorgan Chase & Co. and its affiliates

ACN (if applicable) N/A

There was a change in the interests of the substantial holder on 2 / May /2013

The previous notice was given to the company on 8 / Mar /2013

The previous notice was dated 8 / Mar/ 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	52,882,781	7.58%	45,778,705	6.57%

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
See Appendix	China International Fund Management	In its capacity as investment manager or in various other related capacities	See Appendix	5,441 Ordinary	5,441
See Appendix	J.P. Morgan Investment Management Inc.	In its capacity as investment manager or in various other related capacities	See Appendix	22,800 Ordinary	22,800
See Appendix	JPMorgan Asset Management (UK) Limited	In its capacity as investment manager or in various other related capacities	See Appendix	1,000,00 Ordinary	1,000,000
See Appendix	J.P. Morgan Securities Australia Limited	Purchase and sales of shares in its capacity as Principal/Proprietary	See appendix	165 Ordinary	165

See Appendix	J.P. Morgan Securities Australia Limited	Holder of securities subject to an obligation to return under a securities lending agreement	See appendix	6,076,000 Ordinary	6,076,000
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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
See Appendix	China International Fund Management		In its capacity as investment manager or in various other related capacities	82,173 Ordinary	82,173
See Appendix	J.P. Morgan Investment Management Inc.		In its capacity as investment manager or in various other related capacities	699,190 Ordinary	699,190
See Appendix	JF Asset Management Limited		In its capacity as investment manager or in various other related capacities	845,874 Ordinary	845,874
See Appendix	JPMorgan Asset Management (Taiwan) Limited		In its capacity as investment manager or in various other related capacities	448,078 Ordinary	448,078
See Appendix	JPMorgan Asset Management (UK) Limited		In its capacity as investment manager or in various other related capacities	30,884,435 Ordinary	30,884,435
See Appendix	J.P. Morgan Securities Australia Limited		Purchase and sales of shares in its capacity as Principal/Proprietary	299,655 Ordinary	299,655
See Appendix	J.P. Morgan Securities Australia Limited		Holder of securities subject to an obligation to return under a securities lending agreement (see attached)	12,519,300 Ordinary	12,519,300

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 (if applicable)	Nature of association
N/A	

6. Addresses

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

Name	Address
JPMorgan Chase & Co.	111 Polaris Parkway, Columbus, Ohio 43240

Signature

print name Kezia Wong capacity JPMorgan Chase Bank, N.A.

sign here _____ date 6 / May / 2013

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (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 Law.
- (3) See the definition of “relevant interest” in sections 608 and 671B(7) of the Corporations Law.
- (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 Law.
- (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) Given details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Bathurst Resources Ltd - ISIN : AU000000BTU9															
Transaction Date	Entity	Type of Transaction	Ccy	Price	Quantity	Total Positions	Issued share capital	% Owned	Asset Management					Proprietary	
									JPMAM(UK)	JPMIMI	JFAM	JPMAM(TW)	CIFM	JPMSAL	Total
Balance as at 7 Mar 2013						52,882,781	697,247,997	7.58%	31,884,435	721,990	845,874	448,078	87,614	18,894,790	52,882,781
14-Mar-13	JPMSAL	Sell	AUD	0.30	(10,750)	52,872,031	697,247,997	7.58%	-	-	-	-	-	(10,750)	(10,750)
15-Mar-13	JPMSAL	Buy	AUD	0.30	10,915	52,882,946	697,247,997	7.58%	-	-	-	-	-	10,915	10,915
27-Mar-13	JPMSAL	Borrow -Return	-	-	(350,000)	52,532,946	697,247,997	7.53%	-	-	-	-	-	(350,000)	(350,000)
3-Apr-13	JPMSAL	Borrow -Return	-	-	(2,000,000)	50,532,946	697,247,997	7.25%	-	-	-	-	-	(2,000,000)	(2,000,000)
3-Apr-13	JPMSAL	Borrow -Return	-	-	(100,000)	50,432,946	697,247,997	7.23%	-	-	-	-	-	(100,000)	(100,000)
5-Apr-13	JPMSAL	Borrow -Return	-	-	(500,000)	49,932,946	697,247,997	7.16%	-	-	-	-	-	(500,000)	(500,000)
5-Apr-13	JPMAM(UK)	Sell	AUD	0.27	(1,000,000)	48,932,946	697,247,997	7.02%	(1,000,000)	-	-	-	-	-	(1,000,000)
8-Apr-13	JPMSAL	Borrow -Return	-	-	(180,000)	48,752,946	697,247,997	6.99%	-	-	-	-	-	(180,000)	(180,000)
10-Apr-13	JPMSAL	Borrow -Return	-	-	(300,000)	48,452,946	697,247,997	6.95%	-	-	-	-	-	(300,000)	(300,000)
11-Apr-13	JPMSAL	Borrow -Return	-	-	(1,000,000)	47,452,946	697,247,997	6.81%	-	-	-	-	-	(1,000,000)	(1,000,000)
16-Apr-13	JPMSAL	Borrow -Return	-	-	(533,000)	46,919,946	697,247,997	6.73%	-	-	-	-	-	(533,000)	(533,000)
17-Apr-13	JPMSAL	Borrow -Return	-	-	(363,000)	46,556,946	697,247,997	6.68%	-	-	-	-	-	(363,000)	(363,000)
17-Apr-13	CIFM	Sell	AUD	0.19	(5,441)	46,551,505	697,247,997	6.68%	-	-	-	-	(5,441)	-	(5,441)
22-Apr-13	JPMIMI	Sell	AUD	0.20	(22,800)	46,528,705	697,247,997	6.67%	-	(22,800)	-	-	-	-	(22,800)
26-Apr-13	JPMSAL	Borrow -Return	-	-	(500,000)	46,028,705	697,247,997	6.60%	-	-	-	-	-	(500,000)	(500,000)
2-May-13	JPMSAL	Borrow -Return	-	-	(250,000)	45,778,705	697,247,997	6.57%	-	-	-	-	-	(250,000)	(250,000)
Balance as at 2 May 2013						45,778,705	697,247,997	6.57%	30,884,435	699,190	845,874	448,078	82,173	12,818,955	45,778,705
"JFAM" =JF Asset Management Limited															
"JPMAM(UK)" = JPMorgan Asset Management (UK) Limited															
"JPMIMI" = JPMorgan Investment Management Inc.															
"JPMAM(TW)" = JPMorgan Asset Management (Taiwan) Limited															
"JPMSAL" = J.P.Morgan Securities Australia Limited															
"CIFM" = China International Fund Management															

Appendix: Prescribed information pursuant to securities lending transaction disclosed under the substantial shareholding notice filed with ASX and NZX

Date:	3 May 2013
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Company's name:	Bathurst Resources Limited	
ISIN:	AU000000BTU9	
Date of change of relevant interests:	2 May 2013	
Schedule		
Type of agreement	Australian Master Securities Lending Agreement ("AMSLA")	
Parties to agreement	Merrill Lynch Equities (Australia) Limited ("lender"), J.P. Morgan Securities Australia Limited ("borrower")	
Transfer date	Trade date	Quantity
	4 Jan 2013	12,427,100
	12 Feb 2013	60,000
	15 Feb 2013	32,200
Holder of voting rights	Borrower	
Are there any restriction on voting rights	Yes	
If yes, detail	<p>The borrower undertakes to use its best endeavours to arrange for the voting rights to be exercised in accordance with the instructions of the lender, provided that the lender uses its best endeavours to notify the borrower of its instructions in writing no later than 7 business days prior to the date upon which such votes are exercisable or as otherwise agreed between the parties. This undertaking is set out in clause 4.3 of the standard form AMSLA.</p>	
Scheduled return date (if any)	None	

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Does the borrower have the right to return early?	Yes
If yes, detail	Borrower has right to return all and any equivalent securities early at any time in accordance with the lender's instructions.
Does the lender have the right to recall early?	Yes
If yes, detail	Lender has right to recall all or any equivalent securities on any business day by giving such notice as agreed by the parties. The borrower must return the securities not later than the expiry of such notice in accordance with the lender's instructions.
Will the securities be returned on settlement?	Yes
If yes, detail any exceptions	No exceptions
Statement	If requested by the company to whom the prescribed form must be given, or if requested by ASIC, J.P. Morgan Securities Australia Limited will give a copy of the AMSLA to that company or ASIC.