

**FORM 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**To Company Name/Scheme BATHURST RESOURCES LIMITEDABN 93 125 679 469**1. Details of substantial holder(1)**Name Bank of America Corporation

ACN/ARSN (if applicable) \_\_\_\_\_

There was a change in the interests of the substantial holder on

15-Apr-11

The previous notice was given to the company on

16-Dec-10

The previous notice was dated

10-Dec-10**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 (5)	Voting power (6)	Person's votes (5)	Voting power (6)
Ordinary Shares	85,259,536	14.06%	46,016,481	7.50%

**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 (4)	Consideration given in relation to change (5)	Class (6) of securities	Securities affected	Person's votes affected
N/A	Merrill Lynch International (Australia) Ltd	Collateral Received	N/A	Ordinary Shares	37,000,000	37,000,000
See Schedule	Merrill Lynch (Australia) Futures Ltd	Market Transactions	N/A	Ordinary Shares	7,808	7,808
15-Apr-2011	Merrill Lynch International	Class order relief available under [CO 11/272]; Prime broking timing of disclosure under s671B (See note below) *	N/A	Ordinary Shares	- 76,250,863	- 76,250,863

\*ASIC has given class order relief to prime brokers providing that a prime broker does not have a relevant interest in securities subject to a borrowing or rehypothecation right granted to the prime broker, until such time the prime broker exercises such right to borrow or rehypothecate the securities. The effect of the class order relief is that prime brokers will not need to include securities subject to such a borrowing or rehypothecation right within substantial shareholding disclosure notices until such time that the prime broker exercises such right to borrow or rehypothecate the securities.

12.9 The Customer hereby consents (without any further notice, consent or reference) to MLI from time to time utilising any Securities for MLI's own purposes and for its own benefit on the terms specified in this Clause 12.9 (including, for the avoidance of doubt, the retention of any profit generated as a result of such utilisation).....

**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	Persons entitled to be registered as holder (8)	Nature of relevant interest (6)	Class of securities	Securities	Person's votes
Bank of America Corporation	Deemed Interest from Associates	N/A	Indirect Owner	Ordinary Shares	46,016,481	46,016,481
Merrill Lynch International (Australia) Ltd	Merrill Lynch International (Australia) Ltd	Merrill Lynch International (Australia) Ltd	Beneficial Owner	Ordinary Shares	37,000,000	37,000,000
Merrill Lynch (Australia) Futures Ltd	Merrill Lynch (Australia) Futures Ltd	Merrill Lynch (Australia) Futures Ltd	Beneficial Owner	Ordinary Shares	9,016,481	9,016,481

**5. Changes in association**

The persons who have become associates (2) of, ceased to be associates of, or 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

**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
Merrill Lynch International	Merrill Lynch Financial Centre, 2 King Edward Street, London EC1A 1HQ
Merrill Lynch (Australia) Futures Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney 2000
Merrill Lynch International (Australia) Ltd	Level 38, Governor Phillip Tower, 1 Farrer Place, Sydney 2000

**Signature**

print name John O'Toole capacity Associate General Counsel  
Bank of America Corporation  
 sign here *John O'Toole* date 28-Apr-11

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## Schedule to Form 604

Group Name	ASX	Stock	Trade Date	Trans Type	Trans Amount
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	15-Apr-11	Sell	1787
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	14-Apr-11	Buy	6
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	13-Apr-11	Sell	315
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	12-Apr-11	Buy	260
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	11-Apr-11	Buy	110
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	8-Apr-11	Buy	825
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	7-Apr-11	Sell	189600
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	6-Apr-11	Buy	4182
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	5-Apr-11	Buy	4527
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	18-Mar-11	Sell	2579
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	18-Mar-11	Buy	189600
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	18-Mar-11	Sell	423400
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	17-Mar-11	Sell	616
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	17-Mar-11	Sell	1393
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	17-Mar-11	Sell	23
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	15-Mar-11	Sell	505
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	15-Mar-11	Sell	193
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	14-Mar-11	Buy	5050
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	14-Mar-11	Buy	249
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	10-Mar-11	Buy	40219
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	9-Mar-11	Buy	125694
Merrill Lynch (Australia) Futures Ltd	BTU	Ordinary	8-Mar-11	Buy	256487

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