

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme **Bassari Resources Limited**ACN/ARSN **123939042****1. Details of substantial holder (1)**Name **HEGL Investments Pty Ltd**ACN/ARSN (if applicable) **123696766**There was a change in the interests of the
substantial holder on **22/05/2015**The previous notice was given to the company on **27/02/2015**The previous notice was dated **27/02/2015****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	123,724,486	10.48%	101,780,140	7.03%

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
	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 as holder (8)	Nature of relevant interest (6)	Class and number of securities	Person's votes
	ANNEXURE B				

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
William Condon	Director of Hill End Gold Limited

6. Addresses

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

Name	Address
ANNEXURE C	

Signature

print name **Kevin Lynn** capacity **Company Secretary**

sign here date **3/11/2015**

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 Act 2001.
- (3) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (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 Act 2001.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

ANNEXURE A

3. Changes in relevant interests

Date of Change	Person whose relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected purchased/(sold)	Person's votes affected
17-Mar-15	Cactus Corp Pty Ltd	Sale	\$27,558.81	-2,128,370	2,128,370
18-Mar-15	HEGL Investments Pty Ltd	Sale	\$36,000.00	-2,400,000	2,400,000
12-May-15	HEGL Investments Pty Ltd	Sale	\$50,000.00	-5,000,000	5,000,000
22-May-15	HEGL Investments Pty Ltd	Sale	\$8,800.00	-800,000	800,000
22-May-15	HEGL Investments Pty Ltd	Sale	\$145,234.58	-13,203,145	13,203,145
22-May-15	Philip Bruce	Purchase	\$74,541.27	6,776,479	6,776,479
22-May-15	Diazill Pty Ltd atf PB Super Fund	Purchase	\$6,708.69	609,881	609,881
22-May-15	Lindglade Enterprises Pty Ltd atf The Clarke Super Fund	Purchase	\$13,687.50	1,244,319	1,244,319
22-May-15	Zanamere Pty Ltd	Purchase	\$11,000.01	1,000,001	1,000,001
22-May-15	The Arfamo Trust	Purchase	\$950.01	86,365	86,365
22-May-15	The Avago Trust	Purchase	\$4,247.10	386,100	386,100
22-May-15	Strategy Matters International Pty Ltd	Purchase	\$11,000.00	1,000,000	1,000,000
22-May-15	S&D Peterson Pty Ltd ATF Peterson Superannuation Fund	Purchase	\$23,100.00	2,100,000	2,100,000
29-May-15	HEGL Investments Pty Ltd	Sale	\$6,600.00	-600,000	600,000
28-May-15	Cactus Corp Pty Limited	Sale	\$20,000.00	-2,000,000	2,000,000
28-May-15	S&D Peterson Pty Ltd ATF Peterson Superannuation Fund	Purchase	\$20,000.00	2,000,000	2,000,000
1-Jun-15	HEGL Investments Pty Ltd	Sale	\$8,800.00	-800,000	800,000
1-Jun-15	HEGL Investments Pty Ltd	Sale	\$9,900.00	-900,000	900,000
2-Jun-15	HEGL Investments Pty Ltd	Sale	\$11,000.00	-1,000,000	1,000,000
2-Jun-15	HEGL Investments Pty Ltd	Sale	\$13,200.00	-1,200,000	1,200,000
21-Aug-15	Strategy Matters International Pty Ltd	Sale	\$11,000.00	-1,000,000	1,000,000
21-Sep-15	S&D Peterson Pty Ltd ATF Peterson Superannuation Fund	Sale	\$24,000.00	-2,000,000	2,000,000
1-Sep-15	HEGL Investments Pty Ltd	Sale	\$172,611.04	-15,691,913	15,691,913
1-Sep-15	Philip Bruce	Purchase	\$74,541.27	6,776,479	6,776,479
1-Sep-15	Diazill Pty Ltd atf PB Super Fund	Purchase	\$6,708.69	609,881	609,881
1-Sep-15	Lindglade Enterprises Pty Ltd atf The Clarke Super Fund	Purchase	\$13,687.50	1,244,319	1,244,319
1-Sep-15	Zanamere Pty Ltd	Purchase	\$11,000.01	1,000,001	1,000,001
1-Sep-15	The Arfamo Trust	Purchase	\$950.01	86,365	86,365
1-Sep-15	The Avago Trust	Purchase	\$2,123.55	193,050	193,050
1-Sep-15	Willian Condon	Purchase	\$4,000.00	363,636	363,636
1-Sep-15	Strategy Matters International Pty Ltd	Purchase	\$16,500.00	1,500,000	1,500,000
1-Sep-15	S&D Peterson Pty Ltd ATF Peterson Superannuation Fund	Purchase	\$23,100.00	2,100,000	2,100,000

ANNEXURE B

4. Present relevant interests

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Class and number of securities	Person's votes
HEGL Investments Pty Ltd	HEGL Investments Pty Ltd			47,217,989	47,217,989
Philip Bruce	Philip Bruce			30,681,007	30,681,007
Diazill Pty Ltd atf PB Super Fund	Diazill Pty Ltd atf PB Super Fund			2,761,281	2,761,281
Dr Denis Clarke				1,244,319	1,244,319
Lindglade Enterprises Pty Ltd atf The Clarke Super Fund	Lindglade Enterprises Pty Ltd atf The Clarke Super Fund			4,389,425	4,389,425
Zanamere Pty Ltd	Zanamere Pty Ltd			4,527,578	4,527,578
The Reveleigh Super Fund A/C	GC & MV Reveleigh Pty Ltd			391,023	391,023
The Arfamo A/C	G E Reveleigh & Co Pty Ltd			1,555,046	1,555,046
William Condon	William Condon			363,636	363,636
Strategy Matters International Pty Ltd	Strategy Matters International Pty Ltd			4,448,836	4,448,836
S&D Peterson Pty Ltd ATF Peterson Superannuation Fund	S&D Peterson Pty Ltd ATF Peterson Superannuation Fund			4,200,000	4,200,000
				101,780,140	101,780,140

ANNEXURE C

6. Addresses

Name	Address
HEGL Investments Pty Ltd	Suite 1003, 3 Spring Street Sydney NSW 2000
Philip Bruce	PO Box R1578 Royal Exchange NSW 1225
Diazill Pty Ltd atf PB Super Fund	PO Box R1578 Royal Exchange NSW 1225
Lindglade Enterprises Pty Ltd atf The Clarke Super Fund	4 Cudel Close Terry Hills NSW 2084
Zanamere Pty Ltd	PO Box 92E Earlville Qld 4870
GC & MV Reveleigh Pty Ltd	PO Box 92E Earlville Qld 4871
G E Reveleigh & Co Pty Ltd	PO Box 92E Earlville Qld 4870
William Condon	Po Wah Shin, Luk Wu, Upper Keung Shan, Tai-O, Lantau Island Hong Kong
Strategy Matters International Pty Ltd	11 Rodborough Avenue Crows Nest NSW 2065
Cactus Corp Pty Ltd	89 Fox valley Road Wahroonga NSW 2076
