



The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as a holder <sup>(8)</sup>	Class and number of securities
ROBERT WANLESS	MUNKHZAYA BATCHULUUN & ROBERT WANLESS	MUNKHZAYA BATCHULUUN & ROBERT WANLESS	10,000 ORD
ROBERT WANLESS	QUAALUP INVESTMENTS PTY LTD	QUAALUP INVESTMENTS PTY LTD	3,800,000 ORD
ROBERT WANLESS	RUBELLITE INVESTMENTS PTY LTD <WANLESS SUPER FUND A/C>	RUBELLITE INVESTMENTS PTY LTD <WANLESS SUPER FUND A/C>	700,000

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration <sup>(9)</sup>		Class and number of securities
		Cash	Non-cash	
ROBERT WANLESS	30/05/2007	\$5,000		100,000 ORD
ROBERT WANLESS	20/12/2007		\$185,000	3,700,000 ORD
ROBERT WANLESS	12/2/2008		\$10,000	200,000
ROBERT WANLESS	6/3/2008	-	-	700,000
ROBERT WANLESS	14/12/2009	\$2,000		10,000 ORD

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARN (if applicable)	Nature of association
N/A	

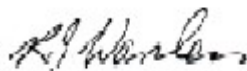
**7. Addresses**

Name	Address
ROBERT WANLESS	PO Box 128, Ravensthorpe WA 6346
MUNKHZAYA BATCHULUUN	PO Box 711, Ulaanbaatar, Mongolia
QUAALUP INVESTMENTS PTY LTD	Unit 2, 271 Balaclava Road, Caulfield North VIC 3161

RUBELLITE INVESTMENTS PTY LTD	Unit 2, 271 Balaclava Road, Caulfield North VIC 3161

## Signature

Director capacity \_\_\_\_\_ Print name ROBERT JAMES WANLESS



23<sup>rd</sup> December 2009

Sign here

### 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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the schem (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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.
- (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) 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.