

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name Scheme Zambezi Resources LtdARBN 124 462 826**1. Details of substantial holder (1)**Name Auctus Resources Fund (formally known as the LinQ Resources Fund) and each of the IMC Group entities in Annexure A (IMC Group)ABN 78 766 839 455There was a change in the interests of the substantial holder on 31 03 15The previous notice was given to the company on 26 08 14The previous notice was dated 26 08 14**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)
Fully-paid ordinary shares	8,351,838	26.16%	8,351,838	20.23%

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 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
31-03-15	Auctus Resources Fund and each member of the IMC Group	Dilution of interest as a result of ZRL issuing new shares	N/A	8,351,838 ordinary shares	8,351,838
17-04-15	Auctus Resources Fund and each member of the IMC Group	Dilution of interest as a result of ZRL issuing new shares	N/A	8,351,838 ordinary shares	8,351,838
12-08-15	Auctus Resources Fund and each member of the IMC Group	Dilution of interest as a result of ZRL issuing new shares	N/A	8,351,838 ordinary shares	8,351,838

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
Each member of the IMC Group	Perpetual Corporate Trust RBC Investor Services Australia Nominees Pty Ltd	Auctus Resources Fund (formerly known as the LinQ Resources Fund);	Auctus Resources Fund (formerly known as the LinQ Resources Fund) – direct interest through shares held by Perpetual Corporate Trust pursuant to custodian arrangements. Each member of the IMC Group (other than the Auctus Resources Fund) – indirect interest as an associate of the Auctus Resources Fund (formerly known as the LinQ Resources Fund).	8.351.838 ordinary shares	8.351.838

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

6. Addresses

The addresses of persons named in this form are

Name	Address
Auctus Resources Fund	Suite 38 Level 3, 230 Clarence Street, Sydney, NSW 2000

Signature

print name

ROBERT MARIE

capacity: *DIRECTOR*

Robert Marie

Theta Asset Management Limited as trustee of the Auctus Resources Fund (formerly known as the LinQ Resources Fund)

sign here

date

22/10/15

DIRECTIONS

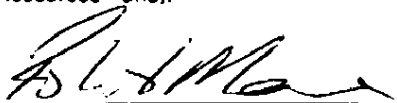
- (1) If there are a number of substantial holders with similar or related relevant interests (eg. a corporation and its related corporations, or the manager and trustee of an equity trust), the names could be included in an annexure to the form. If the relevant interests of a group of persons are essentially 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**IMC Group Entities**

This is Annexure A of 1 page referred to in the Form 604 (Notice of change of interests of substantial holder).

Signed for and on behalf of Theta Asset Management Limited as trustee of the Auctus Resources Fund (formerly known as the LinQ Resources Fund).



Name: Robert Marie

Capacity: Director

Date: 22 October 2015

Company	ACN	Nature of Association	Address
Auctus Resources Fund (formally known as the LinQ Resources Fund)	ABN 78 766 839 455	A public trust controlled by IMC Resources Holdings Pte Ltd	N/A
IMC Resources Holdings Pte Ltd	N/A	A body corporate that controls the Auctus Resources Fund (formally known as the LinQ Resources Fund)	5 Temasek Boulevard #12-01 Suntec Tower Five, Singapore 038985
IMC Fund Management Co Ltd	N/A	A body corporate that has 50% control over IMC Resources Holdings Pte Ltd	Cayside 2nd Floor, Harbour Drive, P.O. Box 30592 S.M.B. George Town, Grand Cayman, Cayman Islands
IMC Investments Ltd	N/A	A body corporate that controls IMC Fund Management Co Ltd	P.O. Box 957, Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
IMC Group Holdings Limited	N/A	A body corporate that has 50% control over IMC Resources Holdings Pte Ltd	Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda
IMC Pan Asia Alliance Corporation	N/A	Ultimate Holding Company	PO Box 957 Offshore Incorporations Centre, Road Town, Tortola, British Virgin Islands
Chavalit Tszo	N/A	Ultimate Beneficial Shareholders	28 2, Soi Ruamruedee, Ploenchit Rd, Lumpini, Pathumwan, Bangkok, 10330 Thailand

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