

# Form 604

Corporations Act 2001

Section 671B

## Notice of change of interests of substantial holder

To Company Name / Scheme RED 5 LTD (AU)

ACN/ARSN \_\_\_\_\_

### 1. Details of substantial holder (1)

Name BAKER STEEL CAPITAL MANAGERS LLP (CLIENTS OF AND ASSOCIATED OR CONNECTED PARTIES)

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

There was a change in the interests of the substantial holder on 31-Oct-13  
The previous notice was given to the company on 25-Aug-11  
The previous notice was dated 25-Aug-11

### 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 vote	Voting power (5)	Person's vote	Voting power (5)
Ordinary Shares	110,956,323	8.6%	150,828,374	19.8%

(based on full settlement of all placement shares - 759,451,008 shares)

### 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 attached sheet***					

### 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 vote
Genus Dynamic Gold Fund	HSBC Custody Nominees (Australia) Ltd	as previous column	registered holder	ordinary / 21,807,360	21,807,360
CF Ruffer Baker Steel Gold Fund	National Nominees Ltd	as previous column	registered holder	ordinary / 89,293,000	89,293,000
RIT Capital Partners PLC	National Nominees Ltd	as previous column	registered holder	ordinary / 5,932,000	5,932,000
Baker Steel Gold Fund	BNP Paribas Securities Services	as previous column	registered holder	ordinary / 7,858,014	7,858,014
Baker Steel Alpha Gold Fund	HSBC Custody Nominees (Australia) Ltd	as previous column	registered holder	ordinary / 12,100,000	12,100,000
Genus Natural Resources Fund	HSBC Custody Nominees (Australia) Ltd	as previous column	registered holder	ordinary / 13,538,000	13,538,000

**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
n/a	

**6. Addresses**

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

Name	Address
for all entities listed...	c/o Baker Steel Capital Managers LLP
	86 Jermyn Street, London, SW1Y 6JD

**Signature**

print name Tino Isnardi capacity Head of Trading and Operations  
 sign here  date 01-Nov-13

**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.

**SCHEDULE 1**

Date of Change	Person whose relevant interest changed	Nature of change (	Consideration given in relation to change (7)	Class and number of securities	Person's votes affe
01-Nov-13	Genus Dynamic Gold Fund	placing	-AUD 377,000	ordinary	3,770,000
01-Nov-13	CF Ruffer Baker Steel Gold Fund	placing	-AUD 1,548,000	ordinary	15,480,000
01-Nov-13	RIT Capital Partners PLC	placing	-AUD 100,000	ordinary	1,000,000
01-Nov-13	Baker Steel Alpha Gold Fund	placing	-AUD 235,000	ordinary	2,350,000
01-Nov-13	Genus Natural Resources Fund	placing	-AUD 210,000	ordinary	2,100,000
30-Oct-13	Baker Steel Alpha Gold Fund	placing	-AUD 970,931	ordinary	9,709,307
30-Oct-13	Baker Steel Gold Fund	placing	-AUD 682,663	ordinary	6,826,632
30-Oct-13	Genus Dynamic Gold Fund	placing	-AUD 1,518,782	ordinary	15,187,823
30-Oct-13	Genus Natural Resources Fund	placing	-AUD 956,111	ordinary	9,561,110
30-Oct-13	CF Ruffer Baker Steel Gold Fund	placing	-AUD 6,420,285	ordinary	64,202,852
30-Oct-13	RIT Capital Partners PLC	placing	-AUD 427,382	ordinary	4,273,816
11-Sep-13	Baker Steel Alpha Gold Fund	placing	-AUD 44,569	ordinary	445,693
11-Sep-13	Baker Steel Gold Fund	placing	-AUD 31,337	ordinary	313,368
11-Sep-13	Genus Dynamic Gold Fund	placing	-AUD 69,718	ordinary	697,177
11-Sep-13	Genus Natural Resources Fund	placing	-AUD 43,889	ordinary	438,890
11-Sep-13	CF Ruffer Baker Steel Gold Fund	placing	-AUD 294,715	ordinary	2,947,148
11-Sep-13	RIT Capital Partners PLC	placing	-AUD 19,618	ordinary	196,184
18-Apr-13	Genus Dynamic Gold Fund	market sale	AUD 54,345	ordinary	-79,298
17-Apr-13	Genus Dynamic Gold Fund	market sale	AUD 12,299	ordinary	-16,392
04-Apr-13	Baker Steel Gold Fund	market sale	AUD 23,066	ordinary	-28,206
03-Apr-13	Baker Steel Gold Fund	market sale	AUD 52,073	ordinary	-62,599
02-Apr-13	Baker Steel Gold Fund	market sale	AUD 15,838	ordinary	-18,861
28-Mar-13	Baker Steel Gold Fund	market sale	AUD 28,296	ordinary	-33,168
27-Mar-13	Baker Steel Gold Fund	market sale	AUD 56,030	ordinary	-64,152
26-Mar-13	Genus Dynamic Gold Fund	market sale	AUD 49,938	ordinary	-56,950
02-Aug-12	CF Ruffer Baker Steel Gold Fund	market purchase	-AUD 61,197	ordinary	50,000
01-Aug-12	CF Ruffer Baker Steel Gold Fund	market purchase	-AUD 206,115	ordinary	165,290
31-Jul-12	CF Ruffer Baker Steel Gold Fund	market purchase	-AUD 139,651	ordinary	115,710
31-Jul-12	RIT Capital Partners PLC	market purchase	-AUD 21,242	ordinary	17,600
09-Jul-12	Genus Dynamic Gold Fund	market sale	AUD 94,605	ordinary	-67,569
06-Jul-12	Genus Dynamic Gold Fund	market sale	AUD 70,385	ordinary	-50,431
13-Jun-12	Baker Steel Alpha Gold Fund	market purchase	-AUD 246,524	ordinary	160,000
27-Apr-12	CF Ruffer Baker Steel Gold Fund	market sale	AUD 225,598	ordinary	-123,195
26-Apr-12	Genus Dynamic Gold Fund	market sale	AUD 174,377	ordinary	-92,000
26-Apr-12	CF Ruffer Baker Steel Gold Fund	market sale	AUD 238,455	ordinary	-125,807
24-Apr-12	Genus Dynamic Gold Fund	market sale	AUD 100,729	ordinary	-55,000
18-Apr-12	CF Ruffer Baker Steel Gold Fund	market sale	AUD 203,258	ordinary	-115,000
17-Apr-12	CF Ruffer Baker Steel Gold Fund	market sale	AUD 400,134	ordinary	-230,000
04-Apr-12	Baker Steel Alpha Gold Fund	market purchase	-AUD 56,716	ordinary	29,562
22-Mar-12	Baker Steel Alpha Gold Fund	placing	-AUD 449,881	ordinary	212,208
22-Mar-12	Baker Steel Gold Fund	placing	-AUD 265,000	ordinary	125,000
22-Mar-12	Genus Dynamic Gold Fund	placing	-AUD 466,400	ordinary	220,000
22-Mar-12	RIT Capital Partners PLC	placing	-AUD 118,720	ordinary	56,000
27-Sep-11	Baker Steel Alpha Gold Fund	market purchase	-AUD 1,227,234	ordinary	6,312,300
27-Sep-11	CF Ruffer Baker Steel Gold Fund	market sale	AUD 1,226,988	ordinary	-6,312,300