

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder****To** Company Name/Scheme Red Mountain Mining LimitedACN / ARSN 119 568 106**1. Details of substantial holder (1)**Name Neil WarburtonACN / ARSN (if applicable) N/AThe holder became a substantial holder on 25 June 2013**2. Details of voting power**

The total number of votes attached to all the voting shares in the company or voting interest in the scheme that the substantial holder or an associate (2) has a relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of Securities (4)	Number of Securities	Person's votes (5)	Voting power (6)
ORD	13,895,028	13,895,028	5.73%

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Neil Warburton	Direct interest	125,000 ORD
Neil Warburton	Director and shareholder of Michlange Pty Ltd	4,565,625 ORD
Neil Warburton	Director and shareholder of Michlange Pty Ltd and beneficiary of NF Warburton Family Trust	6,654,403 ORD
Neil Warburton	Director and shareholder of Michlange Pty Ltd and beneficiary of Warburton Super Fund	1,925,000 ORD
Neil Warburton	Director and shareholder of Australian Beijing Holdings Pty Ltd	625,000 ORD

**4. Details of present registered holders**

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 holder (8)	Class and number of securities
Neil Warburton	Neil Warburton	Neil Warburton	125,000 ORD
Neil Warburton	Michlange Pty Ltd	Michlange Pty Ltd	4,565,625 ORD
Neil Warburton	Michlange Pty Ltd as trustee for the NF Warburton Family Trust	Michlange Pty Ltd as trustee for the NF Warburton Family Trust	6,654,403 ORD
Neil Warburton	Michlange Pty Ltd as trustee for the Warburton Super Fund	Michlange Pty Ltd as trustee for the Warburton Super Fund	1,925,000 ORD
Neil Warburton	Australian Beijing Holdings Pty Ltd	Australian Beijing Holdings Pty Ltd	625,000 ORD

**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	Consideration (9)	Class and number of
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	acquisition	Cash	Non-cash	securities
Michlange Pty Ltd as trustee for the NF Warburton Family Trust	25 June 2013	\$56,144		5,614,403 ORD
Michlange Pty Ltd as trustee for the Warburton Super Fund	25 June 2013	\$3,750		375,000 ORD
Michlange Pty Ltd as trustee for the Warburton Super Fund	12 June 2013	\$500		50,000 ORD

**6. Associates**

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

Name and ACN/ARSN (if applicable)	Nature of association
Michlange Pty Ltd	Director and shareholder
Michlange Pty Ltd as trustee for the NF Warburton Family Trust	Director and shareholder of Michlange Pty Ltd and beneficiary of the trust
Michlange Pty Ltd as trustee for the Warburton Super Fund	Director and shareholder of Michlange Pty Ltd and beneficiary of the fund
Australian Beijing Holdings Pty Ltd	Director and shareholder

**7. Addresses**

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

Name	Address
Neil Warburton	17 Richardson Avenue, Claremont WA 6010
Michlange Pty Ltd	17 Richardson Avenue, Claremont WA 6010
Michlange Pty Ltd as trustee for the NF Warburton Family Trust	17 Richardson Avenue, Claremont WA 6010
Michlange Pty Ltd as trustee for the Warburton Super Fund	17 Richardson Avenue, Claremont WA 6010
Australian Beijing Holdings Pty Ltd	29 Ord Street, Nedlands WA 6009

**Signature**

print name NEIL WARBURTON Capacity SUBSTANTIAL HOLDER

sign here  Date 28 June 2013

**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 671(D) 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 scheme (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 by which the relevant interest was acquired. If subsection 671B(4) applied, 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.

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