

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Kazakhstan Potash Corporation Limited

ACN/ARSN ACN 143 441 285

1. Details of substantial holder (1)

Name Burwill Holdings Limited (Burwill) and its wholly-owned subsidiary, Hillot Limited (Hillot) (collectively, Burwill Group), each of the subsidiaries of Burwill listed in Annexure A (Burwill Associates) and Chan Shing and Lau Ting (Burwill Shareholders)

ACN/ARSN (if applicable) _____

There was a change in the interests of the substantial holder on _____

05/06/2017

The previous notice was given to the company on _____

06/06/2016

The previous notice was dated _____

06/06/2016

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	195,660,576 /	26.26% (based on 745,222,881 issued ordinary shares) /	195,660,576 /	21.72% (based on 900,629,573 issued ordinary 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
5 June 2017	Burwill Group/Burwill Shareholders	Issue of equity securities approved by shareholders at the Annual General Meeting of the company held on 29 May 2017. /	N/A /	195,660,576 / Ordinary Shares	195,660,576 /

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
Burwill Group	Hillot	Hillot	Relevant interest by virtue of section 608(1) or (3) of the Corporations Act 2001 (Cth)	195,660,576 / Ordinary Shares /	195,660,576 /
Burwill Shareholders	Hillot	Hillot	Relevant interest by virtue of section 608(3)(a) of the Corporations Act 2001 (Cth)	195,660,576 / Ordinary Shares /	195,660,576 /

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:

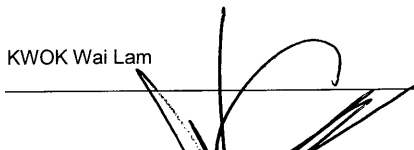
Name and ACN/ARSN (if applicable)	Nature of association
Burwill Associates	Subsidiary entities of Burwill

6. Addresses

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

Name	Address
Burwill	Unit 1402, Office Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong
Hillot	As above
Burwill Associates	As above
Chan Shing	As above
Lau Ting	As above

Signature

print name KWOK Wai Lam capacity Director of Burwill Holdings Limited
 sign here  date 07/06/2017

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 on 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.

Australian Securities & Investments Commission

form **A****Annexure A**

Corporations Act 2001

THIS IS ANNEXURE A OF 2 PAGES REFERRED TO IN FORM 604.

corporation name **Kazakhstan Potash Corporation Limited**
 ACN or ARBN **143 441 285**

further details

List of Burwill Associates
Burwill and Company Limited
Joyful Spring Limited
Union Field Holdings Limited
Burwill Minerals (Turkey) Limited
Union Fine Investment Limited
DOR ULUSLARARASI TAŞIMACILIK MADENCİLİK VE DIŞ TİCARET ANONİM ŞİRKETİ
Super Ace Holdings Limited
Century Capital Investment Limited
Burwill Resources Europe, S.A.
Burwill Resources Limited
Ever Century Investments Limited
Medmar Shipping Limited
Ever Century Maritime Limited
東莞市創盛貿易有限公司
Waybow International Limited
Burwill Steel Holdings Limited
Burwill (China) Limited
On Smart Holdings Limited
Burwill Resources Limited
寶威（上海）國際貿易有限公司
Burwill Warehousing (China) Limited
寶威倉儲（上海）有限公司
Uppermost Holdings Limited
Burwill Metal Limited
寶威（上海）金屬貿易有限公司
Burwill Resources Limited
Burwill Network Investment Limited
Burwill Commodity Limited
Burwill Commodity Limited
Burwill HK Portfolio Limited
Burwill Infrastructure (Korea) Limited
Burwill Source Investment Limited
Camety Company Limited
Plato Holdings Limited
Wellnet Telesense Limited
Happy Hour Consultants Limited
First Gain Investment Limited
Burwill Nominees Limited
Yinmain Industrial Limited

Burwill Properties Limited
 Hardworkers (H.K.) Limited
 Asset Chain Investments Limited
 Procure International Enterprise Limited
 寶威資源（澳門）有限公司
 Burwill Softwares Development Limited
 East Global International Limited
 Smart Task Limited
 Burwill Minerals Limited
 Tai Xin Minerals Limited
 Fair Sky Development Limited
 Allied Gold Corporation Limited
 青島泰鑫礦業有限公司
 萊陽泰鑫礦業有限公司
 萊陽聚金鐵業有限公司
 Best Dynamic International Limited
 Burwill Commercial Holdings Limited
 DOUBLE HONOUR ENTERPRISES LIMITED

Signature

I certify that the information in this form is true and complete.

print name **KWOK Wai Lam**

capacity Authorised Signatory of Burwill Holdings Limited

sign here

date 07/06/ 2017

Send to

Australian Securities & Investments
 Commission
 Gippsland Mail Centre
 Morwell VIC 3841
 or
 the nearest ASIC Business Centre

Annexures to forms

To make any annexure conform to the regulations, you must:

1. use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides.
2. show the corporation name and ACN or ARBN.
3. number the pages consecutively.

4. print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied.
5. identify the annexure with a mark such as A, B, C, etc.
6. endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title).
7. sign and date the annexure, the annexure must be signed by the same person(s) who signed the form.

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