

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme **UCL Resources Limited**ACN/ARSN **002 118 872****1. Details of substantial holder (1)**Name **Minemakers Limited (Minemakers) and each of the entities listed in Annexure "A"**ACN/ARSN (if applicable) **116 296 541**The holder ceased to be a substantial holder on **01 / 05 / 2013**The previous notice was given to the company on **13 / 07 / 2012**The previous notice was dated **13 / 07 / 2012****2. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
01/05/2013	Minemakers Limited	On market sale	\$4,429,632	14,312,401 Ordinary Fully Paid Shares	14,312,401

3. Changes in association

The persons who have become associates (3) of, ceased to be associates of, or have changed the nature of their association (7) 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	N/A

4. Addresses

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

Name	Address
Minemakers Limited	Level 2, 34 Colin Street West Perth 6005

Signatureprint name **John Ribbons**capacity **Company Secretary**

sign here

Date **2 May 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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.

- (5) 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.
 - (6) The voting shares of a company constitute one class unless divided into separate classes.
 - (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.
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Annexure A

This Annexure A of 1 page marked "A" referred to in the Form 605 – Ceasing to be a Substantial Holder signed by me and dated 2 May 2013.



John Ribbons
Company Secretary
Minemakers Limited

Name	ACN
Bonaparte Diamond Mines Pty Ltd	078 606 434
Matayo Trading 7 (Pty) Ltd	
Minemakers (Gold) Pty Ltd	131 786 840
Minemakers (Iron) Pty Ltd	131 786 760
Minemakers (Nickel) Pty Ltd	131 786 859
Minemakers (Salt) Pty Ltd	131 786 733
Minemakers Australia Pty Ltd	081 911 917
Samber Trading No 115 (Pty) Ltd	
Vaalbos Diamonds (Pty) Ltd	