

# Form 604

Corporations Act 2001  
Section 671B

## Notice of change of interests of substantial holder

To Company Name/Scheme Manas Resources Limited (ASX:MSR)

ACN/ARSN ACN 128 042 606

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

Name Resolute Mining Limited (ASX: RSG) and its related bodies corporate as listed below

ACN/ARSN (if applicable) ACN 097 088 689

There was a change in the interests of the substantial holder on 24/11/2020

The previous notice was given to the company on 30/01/2019

The previous notice was dated 30/01/2019

### 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)
Ordinary shares	682,484,709	25.82%	682,484,709	24.73%

### 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
24/11/2020	Resolute (Treasury) Pty Ltd Resolute Mining Limited	Decrease in percentage of substantial holding due to dilution of interest arising from share placement by MSR to investors	Nil	N/A	N/A

### 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
Resolute (Treasury) Pty Ltd	Resolute (Treasury) Pty Ltd	Resolute (Treasury) Pty Ltd	Relevant interest under section 608(1)(a) of the Corporations Act.	682,484,709	682,484,709
Resolute Mining Limited	Resolute (Treasury) Pty Ltd	Resolute (Treasury) Pty Ltd	Relevant interest under section 608(3)(b) of the Corporations Act. Resolute Mining Limited owns 100% of Resolute (Treasury) Pty Ltd.	682,484,709	682,484,709

**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 as follows:

Name	Address
Resolute Mining Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute (Treasury) Pty Ltd	Level 2, 15-17 William Street Perth WA 6000

**Signature**

print name Amber Stanton capacity Company Secretary

sign here  date 25 / 11 / 2020

**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

### Associates


This is Annexure A of 3 page(s) referred to in Form 604.

Name and ACN/ARSN (if applicable)	Nature of Association
Resolute Mining Limited ACN 097 088 689	Resolute Mining Limited is an associate of each of the other entities to the left (and vice versa) because they are ultimately controlled by Resolute Mining Limited.
Resolute Treasury UK Limited	
Resolute UK 2 Limited	The entities to the left other than Resolute Mining Limited are also associates of each other because they are each ultimately controlled by Resolute Mining Limited (they are subsidiaries of Resolute Mining Limited).
Resolute UK 1 Limited	
Resolute (Treasury) Pty Ltd ACN 120 794 603	
Resolute Corporate Services Pty Ltd ACN 009 047 581	
Carpentaria Gold Pty Ltd ACN 010 706 966	
Resolute Canada Pty Ltd ACN 626 300 981	
Resolute Canada 2 Pty Ltd ACN 626 301 200	
ACN 627 384 098 Pty Ltd ACN 627 384 098	
RSG Tanzania Pty Ltd ACN 625 151 135	
RSG Tanzania 2 Pty Ltd ACN 626 221 574	
Resolute Sudan Pty Ltd ACN 623 529 859	
Resolute Sudan 2 Pty Ltd ACN 624 155 273	
Resolute Burkina Faso Pty Ltd ACN 623 531 224	
Resolute (CDI Holdings) Pty Ltd ACN 616 380 119	
Geb and Nut Resources SARL	
Amber Gold CDI SARL	
Nimba Resources SARL	

Resolute CDI SARL	
Excalibur CDI SARL	
Resolute Egypt (Australia) Pty Ltd ACN 618 535 014	
Resolute Egypt (Australia) 2 Pty Ltd ACN 619 333 345	
Resolute Egypt Pty Ltd	
Resolute (SOMISY) Pty Ltd ACN 616 378 468	
Resolute Mali SA	
Société des Mines de Syama SA	
Resolute (Finkolo) Pty Ltd ACN 616 380 093	
Resolute Exploration SARL	
Société des Mines de Finkolo SA	
Mensin Bibiani Pty Ltd ACN 616 380 173	
Drilling and Mining Services Limited	
Mensin Gold Bibiani Limited	
Noble Mining Ghana Limited	
Resolute (Ghana) Limited	
Resolute Burkina SARL	
Toro Gold Limited	
ORCA SA	
Bambuk Minerals Limited	
Petowal Mining Company SA	
Bambuk Minerals Senegal SARL	
Resolute Corporate Services UK Ltd	

Toro Gold Pty Ltd ACN 604 832 528	
Toro Gold Gabon Ltd	
Toro Gold Gabon SARL	
Toro Gold Equatorial Ltd	
Predictive Discovery Cote D'Ivoire SARL	
Toro Gold Cote D'Ivoire SARL	
Toro Gold Guinée SUCC	
T&T Holdings Ltd	
Genta Guinea Resources SA	

**Signature**

Print Name:	Amber Stanton	Capacity:	Company Secretary
Sign Here:		Date:	25 November 2020

## Annexure B

### Addresses


This is Annexure B of 3 page(s) referred to in Form 604.

Name	Address
Resolute Mining Limited ACN 097 088 689	Level 2, 15-17 William Street Perth WA 6000
Resolute Treasury UK Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute UK 2 Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute UK 1 Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute (Treasury) Pty Ltd ACN 120 794 603	Level 2, 15-17 William Street Perth WA 6000
Resolute Corporate Services Pty Ltd ACN 009 047 581	Level 2, 15-17 William Street Perth WA 6000
Carpentaria Gold Pty Ltd ACN 010 706 966	Level 2, 15-17 William Street Perth WA 6000
Resolute Canada Pty Ltd ACN 626 300 981	Level 2, 15-17 William Street Perth WA 6000
Resolute Canada 2 Pty Ltd ACN 626 301 200	Level 2, 15-17 William Street Perth WA 6000
ACN 627 384 098 Pty Ltd ACN 627 384 098	Level 2, 15-17 William Street Perth WA 6000
RSG Tanzania Pty Ltd ACN 625 151 135	Level 2, 15-17 William Street Perth WA 6000
RSG Tanzania 2 Pty Ltd ACN 626 221 574	Level 2, 15-17 William Street Perth WA 6000
Resolute Sudan Pty Ltd ACN 623 529 859	Level 2, 15-17 William Street Perth WA 6000
Resolute Sudan 2 Pty Ltd ACN 624 155 273	Level 2, 15-17 William Street Perth WA 6000
Resolute Burkina Faso Pty Ltd ACN 623 531 224	Level 2, 15-17 William Street Perth WA 6000
Resolute (CDI Holdings) Pty Ltd ACN 616 380 119	Level 2, 15-17 William Street Perth WA 6000
Geb and Nut Resources SARL	Level 2, 15-17 William Street Perth WA 6000
Amber Gold CDI SARL	Level 2, 15-17 William Street Perth WA 6000
Nimba Resources SARL	Level 2, 15-17 William Street Perth WA 6000

Resolute CDI SARL	Level 2, 15-17 William Street Perth WA 6000
Excalibur CDI SARL	Level 2, 15-17 William Street Perth WA 6000
Resolute Egypt (Australia) Pty Ltd ACN 618 535 014	Level 2, 15-17 William Street Perth WA 6000
Resolute Egypt (Australia) 2 Pty Ltd ACN 619 333 345	Level 2, 15-17 William Street Perth WA 6000
Resolute Egypt Pty Ltd	Level 2, 15-17 William Street Perth WA 6000
Resolute (SOMISY) Pty Ltd ACN 616 378 468	Level 2, 15-17 William Street Perth WA 6000
Resolute Mali SA	Level 2, 15-17 William Street Perth WA 6000
Société des Mines de Syama SA	Level 2, 15-17 William Street Perth WA 6000
Resolute (Finkolo) Pty Ltd ACN 616 380 093	Level 2, 15-17 William Street Perth WA 6000
Resolute Exploration SARL	Level 2, 15-17 William Street Perth WA 6000
Société des Mines de Finkolo SA	Level 2, 15-17 William Street Perth WA 6000
Mensin Bibiani Pty Ltd ACN 616 380 173	Level 2, 15-17 William Street Perth WA 6000
Drilling and Mining Services Limited	Level 2, 15-17 William Street Perth WA 6000
Mensin Gold Bibiani Limited	Level 2, 15-17 William Street Perth WA 6000
Noble Mining Ghana Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute (Ghana) Limited	Level 2, 15-17 William Street Perth WA 6000
Resolute Burkina SARL	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Limited	Level 2, 15-17 William Street Perth WA 6000
ORCA SA	Level 2, 15-17 William Street Perth WA 6000
Bambuk Minerals Limited	Level 2, 15-17 William Street Perth WA 6000
Petowal Mining Company SA	Level 2, 15-17 William Street Perth WA 6000
Bambuk Minerals Senegal SARL	Level 2, 15-17 William Street Perth WA 6000
Resolute Corporate Services UK Ltd	Level 2, 15-17 William Street Perth WA 6000

Toro Gold Pty Ltd ACN 604 832 528	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Gabon Ltd	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Gabon SARL	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Equatorial Ltd	Level 2, 15-17 William Street Perth WA 6000
Predictive Discovery Cote D'Ivoire SARL	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Cote D'Ivoire SARL	Level 2, 15-17 William Street Perth WA 6000
Toro Gold Guinée SUCC	Level 2, 15-17 William Street Perth WA 6000
T&T Holdings Ltd	Level 2, 15-17 William Street Perth WA 6000
Genta Guinea Resources SA	Level 2, 15-17 William Street Perth WA 6000

**Signature**

Print Name:	Amber Stanton	Capacity:	Company Secretary
Sign Here:		Date:	25 November 2020