



HERBERT  
SMITH  
FREEHILLS

fax

## Notice of Change of Interests of Substantial Holder (Form 604)

---

From Tony Damian 22 June 2015  
Phone +61 2 9225 5784  
Fax +61 2 9322 4000  
tony.damian@hsf.com

Pages 7 (including this cover page)

---

To Market Announcements Office Rutila Resources Limited  
Australian Securities Exchange  
  
Fax 1300 135 638 Fax (02) 9259 4499

---

We act for The Todd Corporation Limited. Please find attached a Notice of Change of Interests of Substantial Holder (Form 604) in relation to Rutila Resources Limited.

Yours sincerely

**Tony Damian**  
Partner  
Herbert Smith Freehills

Herbert Smith Freehills LLP and its subsidiaries and Herbert Smith Freehills, an Australian Partnership ABN 98 773 662 646, are separate member firms of the international legal practice known as Herbert Smith Freehills.

If you are not the intended recipient:

- please phone the sender immediately (reverse charges)
- you must not disclose or use the information

ANZ Tower 161 Castlereagh Street Sydney NSW 2000 Australia  
T +61 2 9225 5000 F +61 2 9322 4000  
herbertsmithfreehills.com DX 361 Sydney

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Rutila Resources Limited (Rutla)

ACN/ARSN 139 886 187

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

Name The Todd Corporation Limited and its subsidiaries as listed in Annexure A (Subsidiaries), (together, Todd Group)

ACN/ARSN (if applicable) New Zealand company number 3491

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

19/06/2015

The previous notice was given to the company on

05/06/2015

The previous notice was dated

05/06/2015

**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	84,194,883	69.35% based on 121,410,197 ordinary shares on issue in Rutla	85,700,783	70.59% based on 121,410,197 ordinary shares on issue in Rutla

**3. Changes in relevant interests**

Particulars of each change in, or change in the nature of, a relevant interest of the substantial holder 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
18/06/2015 – 19/06/2015	TIO (NZ) Limited (TIO NZ)	Change in relevant interest as a result of acceptances of offers dated 10 June 2015 made under TIO NZ's takeover bid for all the ordinary shares in Rutla. It does not already own on the terms and conditions set out in TIO NZ's bidder's statement dated 4 June 2015 (Offer)	A\$0.30 for each ordinary Rutla share, subject to the terms and conditions of the Offer	1,505,900	1,505,900
18/06/2015 – 19/06/2015	Todd Group (other than TIO NZ)	Relevant interest in the shares referred to in the above row arising under subsection 608(3)(a) and/or 608(3)(b) of the Corporations Act 2001 (Cth)	Nil	1,505,900	1,505,900

## 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 (5)	Nature of relevant interest (6)	Class and number of securities	Person's votes
TIO NZ	TIO NZ	TIO NZ	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of being the registered holder of the securities.	55,944,863 ordinary shares	55,944,863
	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).	20,483,500 ordinary shares	20,483,500
	Nyco Custodian Pty Ltd	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	Relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).	7,766,500 ordinary shares	7,766,500
	Rutla shareholders to whom the Offer was made and who have accepted the Offer	TIO NZ, subject to the Offer becoming unconditional	Relevant interest under subsection 608(1) and/or 608(6) of the <i>Corporations Act 2001</i> (Cth) pursuant to acceptances of the Offer. The shares which are the subject of the acceptances have not yet been transferred into the name of TIO NZ.  The power of TIO NZ to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and it is not presently registered as the holder of the shares.	1,505,900 ordinary shares	1,505,900
Todd Group (other than TIO NZ)	TIO NZ	TIO NZ	Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	55,944,863 ordinary shares	55,944,863
	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund)	TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtis Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).  Todd Group's relevant interest arises under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	20,483,500 ordinary shares	20,483,500

	Nyco Custodian Pty Ltd	Nyco Pty. Limited (as trustee for the N.A. Curtils Superannuation Fund)	TIO NZ has a relevant interest under subsection 608(1) of the <i>Corporations Act 2001</i> (Cth) as a result of TIO NZ entering into a relevant agreement with Nyco Pty. Limited (as trustee for the N.A. Curtils Superannuation Fund) (refer to the Todd Group's Form 604 dated 13.05.2015).  Todd Group's relevant interest arises under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth), being a relevant interest through TIO NZ in which (1) the voting power of the Todd Group is above 20% and (2) which the Todd Group controls.	7,788,500 ordinary shares	7,788,500
	Rutlia shareholders to whom the Offer was made and who have accepted the Offer	TIO NZ, subject to the Offer becoming unconditional	Relevant interest under subsection 608(3)(a) and/or 608(3)(b) of the <i>Corporations Act 2001</i> (Cth). The relevant interest arises through acceptances of the Offer.  The power of the Todd Group (other than TIO NZ) to vote or dispose of the shares that are the subject of acceptances of the Offer is qualified since the Offer has not been declared unconditional and TIO NZ is not presently registered as the holder of the shares, and neither TIO NZ nor any entity in the Todd Group (other than TIO NZ) are entitled to be registered as the holder the shares.	1,505,900 ordinary shares	1,505,900

#### 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 applicable)	ACN/ARSN (if applicable)	Nature of association
N/A		N/A

#### 6. Addresses

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

Name	Address
Todd Group	Level 15 The Todd Building, 95 Customhouse Quay, Wellington, 6011, New Zealand

#### Signature

print name Christopher Robert Banks

capacity Company Secretary

sign here

*Chris Banks*

date 22/06/2015

This is Annexure A of 3 pages referred to in Form 604 (Notice of change of interests of substantial holder)

Signature:



Name: Chris Banks, Company Secretary

Date: 22 June 2015

**Subsidiaries of The Todd Corporation Limited**

Ara New Zealand Limited	Thursday Plantation Properties Pty Limited
-------------------------	--

Ara Vineyards Limited	TII Management Limited
-----------------------	------------------------

Ara Wines Limited	Titanium Park Development Limited
-------------------	-----------------------------------

Ara Wines USA Limited	Todd Bros. Limited
-----------------------	--------------------

Ara Wines USA LLC	Todd Capital Limited
-------------------	----------------------

Balla One (Investments) Pty Limited	Todd Carbon Limited
-------------------------------------	---------------------

Balla Two (Mining) Pty Limited	Todd Central Limited
--------------------------------	----------------------

CM Platform Limited	Todd Energy Canada Limited
---------------------	----------------------------

Courtenay Nominees Limited	Todd Energy Limited
----------------------------	---------------------

Eagle Pharmaceutical Pty Limited	Todd Energy International Pty Limited
----------------------------------	---------------------------------------

Crest Energy Limited	Todd Energy International Limited
----------------------	-----------------------------------

Crest Energy Kalpara Limited	Todd Exploration Limited
------------------------------	--------------------------

Crest Energy Kalpara Limited	Todd Family Office Limited
------------------------------	----------------------------

Greenridge (Toowoomba) Pty Limited	Todd Industries Limited
------------------------------------	-------------------------

Greenridge Botanicals (Australia) Pty Limited	Todd International Investments Limited
---	--

GXL Royalties Limited	Todd Land Holdings Limited
-----------------------	----------------------------

Health Distributors Australia Pty Limited	Todd LC Holdings Limited
---	--------------------------

Heriot Nominees Limited	Todd LHS Limited
-------------------------	------------------

Hydroco Limited	Todd Mead Limited
-----------------	-------------------

Integria Healthcare (Australia) Pty Limited	Todd Management Services Limited
Integria Healthcare (Ballina) Pty Limited	Todd Minerals Limited
Integria Healthcare (New Zealand) Limited	Todd Minerals & Coal Pty Limited
Integria Healthcare (US) Inc	Todd Offshore Limited
Integria Healthcare (Warwick) Pty Limited	Todd Oil & Gas Holdings Limited
Integria Healthcare Limited	Todd Petroleum Australia Limited
Kapiti Coast Airport Holdings Limited	Todd Petroleum Mining Company Limited
KCE Generation Limited	Todd Pohokura Limited
KCE Mangahao Limited	Todd Property Albany Development Limited
KCE Retail Limited	Todd Property Flat Bush Limited
King Country Energy Limited	Todd Property Group Limited
Life - Span Australia Pty Limited	Todd Property Napier Hill Limited
Life - Span Health Supplies Limited	Todd Property Pegasus Town Limited
LLD Limited	Todd Property Pegasus Development Limited
Long Bay Communities Limited	Todd Property Pegasus Town Services Limited
Long Bay Farming Limited	Todd Property Stonefields Apartments Limited
Malborough Wine Group Limited	Todd Property Albany Development Limited
Marokopa Drilling Limited	Todd Property USA Limited
Mediherb Pty Limited	Todd Property LLC
Mediherb SA	Paragon Pacific LLC
Natures Remedy Australia Pty Limited	Todd Property Kansas City LLC
Ngunguru Coastal Holdings Limited	Bay Area Revitalization Associates LLC
Ngunguru Coastal Investments Limited	Todd Services Limited
Nova Energy Limited	Todd Shipping Limited
Nutrmedicine Pty Limited	Todd Sisson (NZ) Limited

OK Pharmaceuticals Limited	Todd Sisson General Partnership
Okura Holdings Limited	Todd Sisson Limited Partnership
Phyto Pharmaceuticals Pty Limited	Todd Tasman Oil Limited
Phytomedicine Pty Limited	Todd Technologies Limited
QLD Life-Span Therapeutic Supplies Pty Limited	Todd TH Limited
Red 8 Limited	
SLM General Partnership	Todd Winegrowers Limited
SLM Limited Partnership	Todd Wireless Limited
Stonefields Communities Limited	TIO (NZ) Limited
Stonefields Development Limited	TSL Methanol Limited
Altera Apartments Limited Partnership	TSL Methanol LLC
Ilco Apartments Limited Partnership	TTI (NZ) Limited
Tall Oaks Holdings Limited	TUV Holdings Limited
Thompson Nutrition Australia Pty Limited	TUV Limited
Thursaday Plantation Inc	Viking Holdings Limited
Thursaday Plantation Inc (UK)	Viking Investments Limited
Thursaday Plantation Laboratories Pty Limited	Viking Mining Company Limited
NEL Farms Limited	Winaco Limited
TC Farms Group Limited	Winegrowers of Ara Limited
TEC (New Zealand) Limited	Todd Mangahewa Farm Limited
Todd Property Huapai Development Limited	Herlot Trustees Limited
PIO Mines Pty Ltd	