

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

HINDMARSH RESOURCES LTD

ACN/ARSN

106 444 857

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

Name

FRANCIS CREAGH HENRY O'CONNOR

ACN/ARSN (if applicable)

The holder became a substantial holder on

24 / 3 / 04

**2. Details of 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 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)
ORDINARY SHARES	716,666	716,666	9.98%

**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
	Refer attached Appendix "A"	

**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
	Refer attached Appendix "A"		

**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 acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
	Refer attached Appendix "A"			

**6. Associates**

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

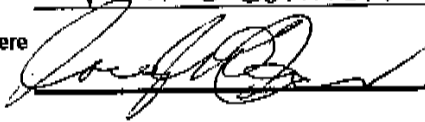
Name and ACN/ARSN (if applicable)	Nature of association

**7. Addresses**

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

Name	Address
FCH O'CONNOR	40 WOOTONA TCE, ST. GEORGES SA 5064
P O'CONNOR	40 WOOTONA TCE, ST. GEORGES SA 5064

**Signature**

print name FCH O'CONNOR capacity \_\_\_\_\_  
 sign here  date 30 / 6 / 04

**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 671B(7) 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) 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.
- (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.

**Form 603****Notice of initial Substantial Holder****Appendix "A"****Item 3 Details of relevant interests**

<u>Holder</u>	<u>Nature of relevant interest</u>	<u>Class and number securities</u>
F Creagh H O'Connor	Holder	200,000 ordinary shares
FCH & P O'Connor	FCH O'Connor is a director and shareholder of Gryphon Partners Pty Ltd	250,000 ordinary shares
Gryphon Partners Pty Ltd	FCH O'Connor is a director and shareholder of Gryphon Partners Pty Ltd	216,666 ordinary shares

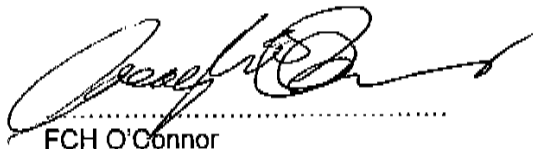
**Item 4 Details of present registered holders**

Details as in 3 above.

**Item 5 Consideration**

<u>Holder of relevant interest</u>	<u>Date of acquisition</u>	<u>Consideration – cash</u>	<u>Class, number</u>
Gryphon Partners Pty Ltd	31 October 2003	\$40,000	266,666 ord shares
FCH O'Connor	21 October 2003	\$ 3	200,000 ord shares
FCH & P O'Connor	24 March 2004	\$50,000	250,000 ord shares

This Appendix "A" forms part of the Form 603 of Francis Creagh Henry O'Connor to Hindmarsh Resources Limited dated 30 June 2004 and signed by FCH O'Connor



.....  
FCH O'Connor

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To: Company Name/Scheme

HINDMARSH RESOURCES LTD

ACN/ARSN

106 444 857

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

Name

GRYPHON PARTNERS PTY LTD

ACN/ARSN (if applicable)

103 357 553

The holder became a substantial holder on

24/3/04

**2. Details of 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 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)
ORDINARY SHARES	1,166,666	1,166,666	16.24%

**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
Refer attached Appendix "A"		

**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
Refer Attached Appendix "A"			

**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 acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer Attached Appendix "A"				

**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

**7. Addresses**

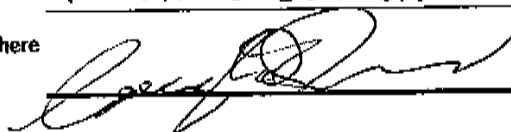
The addresses of persons named in this form are as follows:

Name	Address
F.C.H. O'CONNOR	40 WOOTONA TCE, ST. GEORGES SA 5064
RJS GREENSLADE	18 KENT ST. HAWTHORN SA 5062

**Signature**

print name F.C.H. O'CONNOR capacity DIRECTOR

sign here



date 30 / 6 / 04

**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 671B(7) 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) 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.
- (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.

**Form 603****Notice of initial Substantial Holder****Appendix "A"****Item 3 Details of relevant interests**

<u>Holder</u>	<u>Nature of relevant interest</u>	<u>Class and number securities</u>
Gryphon Partners Pty Ltd	Holder	216,666 ordinary shares
Greenslade Holdings Pty Ltd	RJS Greenslade Director and shareholder is also a director and shareholder of Gryphon Partners Pty Ltd.	250,000 ordinary shares
Robert SJ Greenslade	RJS Greenslade is a director and shareholder of Gryphon Partners Pty Ltd	200,000 ordinary shares
F Creagh H O'Connor	FCH O'Connor is a director and shareholder of Gryphon Partners Pty Ltd	200,000 ordinary shares
FCH & P O'Connor	FCH O'Connor is a director and shareholder of Gryphon Partners Pty Ltd	250,000 ordinary shares

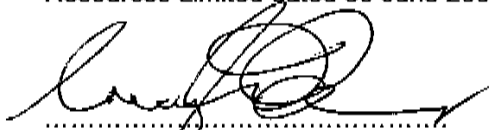
**Item 4 Details of present registered holders**

Details as in 3 above.

**Item 5 Consideration**

<u>Holder of relevant interest</u>	<u>Date of acquisition</u>	<u>Consideration – cash</u>	<u>Class, number</u>
Gryphon Partners Pty Ltd	31 October 2003	\$40,000	266,666 ord shares
FCH O'Connor	21 October 2003	\$ 3	200,000 ord shares
RJS Greenslade	21 October 2003	\$ 3	200,000 ord shares
Greenslade Holdings Pty Ltd	24 March 2004	\$50,000	250,000 ord shares
FCH & P O'Connor	24 March 2004	\$50,000	250,000 ord shares

This Appendix "A" forms part of the Form 603 of Gryphon Partners Pty Ltd to Hindmarsh Resources Limited dated 30 June 2004 and signed by FCH O'Connor



.....  
FCH O'Connor

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To Company Name/Scheme

HINDMARSH RESOURCES LTD

ACN/ARSN

106 444 857

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

Name

ROBERT JAMES SIDNEY GREENSLADE

ACN/ARSN (if applicable)

The holder became a substantial holder on

24/3/04

**2. Details of 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 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)
ORDINARY SHARES	716,666	716,666	9.98%

**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
Refer	attached	Appendix 'A'

**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
Refer	attached	Appendix 'A'	

**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 acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
Refer	attached	Appendix	"A"	

**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

**7. Addresses**

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

Name	Address
RSS GREENSLADE	18 KENT AVE, HAWTHORN SA 5062

**Signature**

print name RSS GREENSLADE capacity SELF

sign here  date 30 / 6 / 04

**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 671B(7) 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) 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.
- (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.



**Form 603****Notice of initial Substantial Holder****Appendix "A"****Item 3 Details of relevant interests**

<u>Holder</u>	<u>Nature of relevant interest</u>	<u>Class and number securities</u>
Robert SJ Greenslade	Holder	200,000 ordinary shares
Greenslade Holdings Pty Ltd	RJS Greenslade is a director and shareholder of Greenslade Holdings Pty Ltd	250,000 ordinary shares
Gryphon Partners Pty Ltd	RJS Greenslade is a Director and shareholder of Gryphon Partners Pty Ltd.	216,666 ordinary shares


**Item 4 Details of present registered holders**

Details as in 3 above.

**Item 5 Consideration**

<u>Holder of relevant interest</u>	<u>Date of acquisition</u>	<u>Consideration – cash</u>	<u>Class, number</u>
Gryphon Partners Pty Ltd	31 October 2003	\$40,000	266,666 ord shares
RJS Greenslade	21 October 2003	\$ 3	200,000 ord shares
Greenslade Holdings Pty Ltd	24 March 2004	\$50,000	250,000 ord shares

This Appendix "A" forms part of the Form 603 of RJS Greenslade to Hindmarsh Resources Limited dated 30 June 2004 and signed by RJS Greenslade



.....  
RJS Greenslade

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**

To: Company Name/Scheme

HINDMARSH RESOURCES LTD

ACN/ARSN

106 444 857**1. Details of substantial holder (1)**

Name

GREENSLADE HOLDINGS PTY LTD

ACN/ARSN (if applicable)

080 350 429

The holder became a substantial holder on

24/3/04**2. Details of 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 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)
<u>ORDINARY SHARES</u>	<u>716,666</u>	<u>716,666</u>	<u>9.98%</u>

**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
<u>Refer</u>	<u>attached</u>	<u>Appendix "A"</u>

**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
<u>Refer</u>	<u>attached</u>	<u>Appendix</u>	<u>"A"</u>

**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 acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
<u>Refer</u>	<u>attached</u>	<u>Appendix</u>	<u>"A"</u>	

**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

**7. Addresses**

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

Name	Address
RJS GREENSLADE	18 KENT AVE, HAWTHORN SA 5062

**Signature**

print name RJS GREENSLADE capacity DIRECTOR  
 sign here  date 30/6/04

**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 671B(7) 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) 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.
- (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.

**Form 603****Notice of initial Substantial Holder****Appendix "A"****Item 3 Details of relevant interests**

<u>Holder</u>	<u>Nature of relevant interest</u>	<u>Class and number securities</u>
Greenslade Holdings Pty Ltd	Holder	250,000 ordinary shares
Gryphon Partners Pty Ltd	RJS Greenslade Director and shareholder is also a director and shareholder of Greenslade Holdings Pty Ltd.	216,666 ordinary shares
Robert SJ Greenslade	RJS Greenslade is a director and shareholder of Greenslade Holdings Pty Ltd	200,000 ordinary shares


**Item 4 Details of present registered holders**

Details as in 3 above.

**Item 5 Consideration**

<u>Holder of relevant interest</u>	<u>Date of acquisition</u>	<u>Consideration – cash</u>	<u>Class, number</u>
Gryphon Partners Pty Ltd	31 October 2003	\$40,000	266,666 ord shares
RJS Greenslade	21 October 2003	\$ 3	200,000 ord shares
Greenslade Holdings Pty Ltd	24 March 2004	\$50,000	250,000 ord shares

This Appendix "A" forms part of the Form 603 of Greenslade Holdings Pty Ltd to Hindmarsh Resources Limited dated 30 June 2004 and signed by RJS Greenslade

  
 .....  
 RJS Greenslade