

Form 605
Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme Arafura Resources Limited (ARU)

ACN/ARSN ACN 080 933 455

1. Details of substantial holder (1)

Name Talaxis Ltd (Talaxis) on its own behalf and on behalf of each of the companies listed in Annexure A (Noble Group Companies)

ACN/ARSN (if applicable) N/A

The holder ceased to be a substantial holder on

18 June 2020

The previous notice was given to the company on

22 July 2019

The previous notice was dated

22 July 2019

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	Nature of change (4)	Consideration given in relation to change (5)	Class (6) and number of securities affected	Person's votes affected
18 June 2020	Talaxis	Talaxis's interest in ARU has been diluted to 4.72% as a result of the issue of 112,903,226 new ordinary shares in ARU pursuant to the Appendix 2A published on 18 June 2020	N/A	55,141,478 ordinary shares	55,141,478
18 June 2020	Each Noble Group Company	Each Noble Group Company is an associate of Talaxis pursuant to 12(2)(a) of the Act and has a relevant interest in all of the shares referred to above under section 608(3) of the Act. Accordingly, each Noble Group Company's interest in ARU has been diluted to 4.72% as a result of the issue of 112,903,226 new ordinary shares in ARU pursuant to the Appendix 2A published on 18 June 2020.	N/A	55,141,478 ordinary shares	55,141,478

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
Talaxis	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong
Each Noble Group Company	c/o 18/F China Evergrande Centre, 38 Gloucester Road, Hong Kong

Signature

print name Rory Moriarty

capacity Partner, Clayton Utz

sign here

RMA

date

6 July 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 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, moneys 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.

Annexure A

This is the Annexure A referred to in the Form 605 (Notice of ceasing to be a substantial holder) signed by me and dated 6 July 2020.



Rory Moriarty
Partner, Clayton Utz
Date: 6 July 2020

Noble Group Companies (other than Talaxis)

Noble Group Holdings Limited

Noble Intermediate Hold Co Limited

Noble Trading Hold Co Limited

Noble Trading Co Limited

Noble Resources Limited