

JOHNSON WINTER & SLATTERY
L A W Y E R S

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Our Ref: B2801

1 March 2016

BY FAX: 08 9200 4469

Haranga Resources Limited
Level 1
330 Churchill Avenue
Subiaco WA 6008

Dear Sir/Madam

Haranga Resources Limited (ASX:HAR)
Form 604: Notice of change of interests of substantial holder

Attached is a Form 604: Notice of change of interests of substantial holder for Golden Rain Holdings Limited and Lippo Capital Limited and its controlled entities.

Yours faithfully,



Level 25, 20 Bond Street
SYDNEY NSW 2000

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Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To Company Name/Scheme** Haranga Resources Limited (ASX:HAR)**ACN/ARSN** 141 128 841**Name** Golden Rain Holdings Limited (Golden Rain)
ACN/ARSN (if applicable) N/A

This notice is also given by Golden Rain on behalf of Lippo Capital Limited (Lippo Capital) and its controlled entities named in Annexure A to this notice (Controlled Entities).

There was a change in the interests of the substantial holder on 26 / 2 / 2016 and 29 / 2 / 2016**The previous notice was given to the company on** 21 / 1 / 2015**The previous notice was dated** 21 / 1 / 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	114,788,963	33.58%	152,164,088	39.00%

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
26/2/2016 and 29/2/2016	Golden Rain	Shares acquired by Golden Rain pursuant to a rights issue on the terms set out in the Entitlement Issue Prospectus dated 29/1/2016 and pursuant to the Firm Commitment and Underwriting Letter annexed as Annexure B - relevant interest under s608(1) of the Corporations Act	A\$58,197.19 (A \$0.004 per share)	14,549,297 ordinary shares	14,549,297
26/2/2016 and 29/2/2016	Lippo Capital and each of its Controlled Entities	Shares acquired by Golden Rain pursuant to a rights issue on the terms set out in the Entitlement Issue Prospectus dated 29/1/2016 and pursuant to the Firm Commitment and Underwriting Letter annexed as Annexure B - relevant interest under s608(3) of the Corporations Act	A\$58,197.19 (A \$0.004 per share)	14,549,297 ordinary shares	14,549,297
26/2/2016	Golden Rain	Shares acquired by Taycol Nominees Pty Ltd pursuant to a rights issue on the terms set out in the Entitlement Issue Prospectus dated 29/1/2016 - relevant interest under s608(1) of the Corporations Act	A\$91,263.31 (A\$0.004 per share)	22,815,828 ordinary shares	22,815,828
26/2/2016	Lippo Capital and each of its Controlled Entities	Shares acquired by Taycol Nominees Pty Ltd pursuant to a rights issue on the terms set out in the Entitlement Issue Prospectus dated 29/1/2016 - relevant interest under s608(3) of the Corporations Act	A\$91,263.31 (A\$0.004 per share)	22,815,828 ordinary shares	22,815,828

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15 July 2001

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
Golden Rain	Taycol Nominees Pty Ltd	Taycol Nominees Pty Ltd	Relevant interest under s608(1) of the Corporations Act	45,631,656 ordinary shares	45,631,656
Golden Rain	Golden Rain	Golden Rain	Relevant interest under s608(1) of the Corporations Act	106,532,432 ordinary shares	106,532,432
Lippo Capital and its Controlled Entities	Taycol Nominees Pty Ltd	Taycol Nominees Pty Ltd	Relevant interest under s608(3) of the Corporations Act	45,631,656 ordinary shares	45,631,656
Lippo Capital and its Controlled Entities	Golden Rain	Golden Rain	Relevant interest under s608(3) of the Corporations Act	106,532,432 ordinary shares	106,532,432

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
N/A	N/A

6. Addresses

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

Name	Address
Golden Rain	Rooms 2302 and 2303 23rd Floor, Tower One Lippo Centre, 89 Queensway Hong Kong
Lippo Capital and its Controlled Entities	c/o 24 th Floor, Tower One Lippo Centre, 89 Queensway Hong Kong

Signature

print name

Marshall Cooper

capacity: Director of Golden Rain

sign here



date 29th February, 2016

DIRECTIONS

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.

See the definition of "associate" in section 9 of the Corporations Act 2001.

See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.

The voting shares of a company constitute one class unless divided into separate classes.

The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.

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

See the definition of "relevant agreement" in section 9 of the Corporations Act 2001.

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15 July 2001

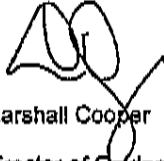
Details of the consideration must include any and all benefits, money and other, that any person from whom a relevant interest was acquired has, or may, become entitled to receive in relation to that acquisition. Details must be included even if the benefit is conditional on the happening or not of a 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.

If the substantial holder is unable to determine the identify of the person (eg. if the relevant interest arises because of an option) write "unknown".

Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

Annexure A

This is Annexure A of one page (being this page) referred to in the Form 604: Notice of change of interests of substantial holder for Golden Rain and Lippo Capital and its Controlled Entities

Signature:**Name:**

Marshall Cooper

Capacity:

Director of Golden Rain

Date:29th February, 2016**Controlled Entities:**

Name

Lippo Limited (and its subsidiaries)

First Tower Corporation

Skyscraper Realty Limited

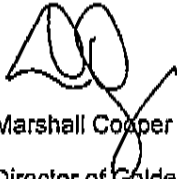
Lippo China Resources Limited (and its subsidiaries)

Golden Sunshine Worldwide Limited (and its subsidiaries)

Annexure B

This is Annexure B of nine pages (including this page) referred to in the Form 604: Notice of change of interests of substantial holder for Golden Rain and Lippo Capital and its Controlled Entities

Signature:



Name:

Marshall Cooper

Capacity:

Director of Golden Rain

Date:

29th February, 2016

Haranga

RESOURCES

ABN 83 141 128 841

24 January 2016

Golden Rain Holdings Limited
Rooms 2302 and 2303
23rd Floor, Tower One
Lippo Centre
89 Queensway
Hong Kong

Dear Sir/Madam

PRIVATE AND CONFIDENTIAL

HARANGA RESOURCES LIMITED – FIRM COMMITMENT AND UNDERWRITING LETTER

Haranga Resources Limited (**Company**) is proposing to undertake a non-renounceable entitlement issue of one (1) fully paid ordinary share in the capital of the Company (**Share**) for every one (1) Share held by eligible shareholders at an issue price of \$0.004 per Share to raise up to \$1,367,383 (**Rights Issue**).

The Company will also be making a separate shortfall offer in respect of all the Shares not applied for by eligible shareholders under the Rights Issue on identical terms to the Rights Issue (**Shortfall Offer**).

The Company will be making the Rights Issue and Shortfall Offer under a prospectus which is proposed to be lodged with ASIC in January 2016 (**Prospectus**).

The purpose of this letter is to confirm the terms on which you agree to make a firm commitment to subscribe for Shares under the Rights Issue and partially underwrite the Shortfall Offer (**Firm Commitment**).



ABN 83 141 128 841

1. RIGHTS ISSUE

1.1 Allocation Confirmation

The Company confirms that the entitlement of Golden Rain Holdings Limited (together with its associates, as defined in the *Corporations Act 2001* (Cth)) (the **Golden Rain Entities**) under the Rights Issue is 114,798,963 Shares (\$459,195.85). The Company is pleased to confirm your irrevocable and firm commitment to subscribe for such number of Shares under the Rights Issue as will result in the Golden Rain Entities having a voting power in the Company of up to 39.0% following the issue of Shares under the Rights Issue in accordance with the mechanism stated in the paragraph below (**Firm Commitment**).

In order for the Company to confirm the number of Shares to be issued to the Golden Rain Entities under the Rights Issue, on the date immediately preceding the closing date (**Day T-1**) of the Rights Issue, the Company will give notice to you (**Rights Issue Notice**) of the valid acceptances received under the Rights Issue calculated up to Day T-1 together with valid evidences (e.g. the cash report produced by the Registry) and the number of Shares (**GR Rights Shares**) to be applied for by the Golden Rain Entities in order for the Golden Rain Entities' aggregate voting power (including the issued Shares already held, and the Rights Shares already subscribed under this Rights Issue, by Golden Rain Entities on or before Day T-1) to be 39.0% as at the date of the Rights Issue Notice based on the total number of Shares of the Company as enlarged by the issue of Shares in respect of the above valid acceptances and the GR Rights Shares under the Rights Issue. For the avoidance of doubt, if the Company receives any further valid acceptances from other entities on the closing date, the aggregate shareholding held by Golden Rain Entities will be less than 39.0% and the Golden Rain Entities have no further obligation to subscribe more Shares under the Rights Issue to make it up to 39.0%.

The Golden Rain Entities will not be paid a fee in respect of their Firm Commitment.



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1.2 Application Forms

Prior to the closing date of the Rights Issue (**Closing Date**), you must, subject to the paragraphs below, lodge or cause to be lodged with the Company a valid application form for the GR Rights Shares to be subscribed for in respect of your Firm Commitment together with proof of electronic transfer of funds to the following **Haranga Resources Limited – Rights Issue Account**:

Account Name: Haranga Resources Limited
BSB: 036-011
Account Number: 428-306
SWIFT Code: WPACAU2S

The completed application form and accompanying proof of electronic transfer must reach the Company no later than 4:00pm (WST) on the Closing Date.

2. SHORTFALL OFFER

2.1 Underwriting Confirmation

The Company accepts your offer to partially underwrite the issue of Shares under the Shortfall Offer and resulting commitment to subscribe for such number of Shares under the Shortfall Offer as will result in the Golden Rain Entities having a voting power in the Company of 39.0% following the issue of Shortfall Shares under the Shortfall Offer (**Underwriting Commitment**).

In order for the Company to confirm the number of Shares to be issued to the Golden Rain Entities under the Shortfall Offer, the Company agrees to close the Shortfall Offer on the Closing Date and, immediately following the Closing Date, will give notice (**Shortfall Notice**) to you of the valid acceptances received under the Rights Issue and Shortfall Offer together with valid evidences (e.g. the cash report produced by the Registry) and the number of Shares (**GR Shortfall Shares**) to be applied for by the Golden Rain Entities in order for the Golden Rain Entities' aggregate voting power (including the Shares already held, and the Rights Shares



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already subscribed under this Rights Issue, by the Golden Rain Entities) to be 39.0% based on the total number of Shares of the Company as enlarged by the Issue of Shares in respect of the above valid acceptances and the GR Shortfall Shares under the Rights Issue.

The Company will not accept any applications for Shortfall Shares following the Closing Date, other than from the GR Entities.

The Golden Rain Entities will not be paid a fee in respect of their Underwriting Commitment.

2.2 Application Forms

Following receipt of a Shortfall Notice, you must, subject to the paragraphs below, lodge or cause to be lodged with the Company a valid application form for the GR Shortfall Shares to be subscribed for in respect of your Underwriting Commitment together with proof of electronic transfer of application monies to **Haranga Resources Limited – Rights Issue Account:**

Account Name: Haranga Resources Limited
BSB: 036-011
Account Number: 428-306
SWIFT Code: WPACAU2S

The completed application form and accompanying proof of electronic transfer must reach the Company no later than 4:00pm (WST) on or before the third business day immediately following the date of your receipt of the Shortfall Notice provided that sufficient evidence has been provided by the Company to you that the details stated in the Shortfall Notice are true and correct.



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3. CESSATION OF YOUR OBLIGATIONS IN RESPECT OF YOUR FIRM COMMITMENT AND UNDERWRITING COMMITMENT

Your obligations and rights in respect of the Firm Commitment and Underwriting Commitment will terminate only if the Company does not proceed with the Rights Issue, or the Rights Issue does not successfully close. In the event that the Company does not proceed with the Rights Issue, or it does not successfully close, then the Company will refund your Firm Commitment and Underwriting Commitment monies (if applicable) with no interest payable.

4. REPRESENTATIONS, WARRANTIES AND AGREEMENTS BY INVESTORS

By confirming your Firm Commitment and Underwriting Commitment, you represent, warrant and agree for the benefit of the Company that:

- a. you have made and relied upon your own assessment of the Company and have conducted your own investigations with respect to the Shares in the Company including, without limitation, the particular tax consequences of purchasing, owning or disposing of the Shares in light of your particular situation as well as any consequences arising under the laws of any other taxing jurisdiction;
- b. nothing in this letter constitutes a securities recommendation;
- c. an investment in the Shares involves a degree of risk and that the Shares are, therefore, a speculative investment;
- d. except for any liability which cannot by law be excluded, you acknowledge that the Company, or any of their respective related bodies corporate, or any directors, officers, employees or advisers of the Company, or any of their respective related bodies corporate, do not accept any responsibility in relation to the Rights Issue or Shortfall Offer and your subscription for Shares and the Firm Commitment and Underwriting Commitment;
- e. you agree to be bound by the Constitution of the Company;
- f. you are duly empowered to enter into this letter agreement and perform each and every obligation on your part contained in this agreement; and
- g. you will not apply for any Shares under the Rights Issue or Shortfall Offer if to



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do so would result in the Company being required to issue you Shares which cause your voting power in the Company to increase above 39.0%.

We will also indemnify and keep indemnified on a full indemnity basis you and your related bodies corporate, directors, officers, employees or agents (**GR Indemnified Parties**) against all liabilities, demands, obligations, losses, claims, damages, prosecutions, penalties, actions, proceedings, judgements, suits, costs, fees or expenses of whatsoever kind which may be imposed on, incurred by, suffered or asserted against any or all of the GR Indemnified Parties in any way relating to or arising out of any wrong information or Notices provided by us or breach by us of our obligations under this letter in relation to your acceptance of the Firm Commitment or Underwriting Commitment.

5. CONFIDENTIALITY

The information contained in this letter and any enclosures is strictly confidential and must not be disclosed to any persons other than those directly involved in your decision whether or not to accept this offer. Under no circumstances should you communicate this information to any party external to your organization except for any disclosure made to your holding companies, any legal and other advisors acting on your behalfs and/or otherwise required by any governmental and regulatory authorities. Any breach of this confidentiality will be viewed seriously.

6. ACCEPTANCE OF OFFER

Please execute the Acceptance Advice (attached) which incorporates by reference the representations, warranties and agreements set out in this letter regarding the terms of the Rights Issue and Shortfall Offer.

Haranga

RESOURCES

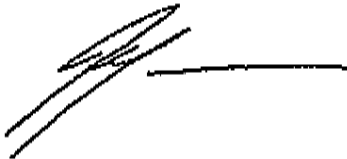
ABN 83 141 128 841

To confirm your irrevocable acceptance of the terms of your Firm Commitment and Underwriting Commitment, please sign and return a copy of the Acceptance Advice to the Company by facsimile by 5:00 PM (WST) on 25 January 2016

Fax Number: +61 8 9200 4469

Attention: Jack James

Yours faithfully

A handwritten signature in black ink, consisting of several overlapping, fluid strokes that form the name 'Jack James'. The signature is positioned above a horizontal line.

Jack James

Director



ABN 83 141 128 841

ACCEPTANCE ADVICE

HARANGA RESOURCES LIMITED

CONFIRMATION OF FIRM COMMITMENT

I/We refer to the letter from Haranga Resources Limited (Company) dated on or about 24 January 2016 (Offer Letter) confirming my/our Firm Commitment and Underwriting Commitment (Offer Letter) regarding the non-renounceable entitlement issue of one (1) fully paid ordinary share in the capital of the Company (Share) for every one (1) Share held by eligible shareholders at an issue price of \$0.004 per Share to raise up to \$1,367,383 (Rights Issue).

I/We are pleased to confirm my/our irrevocable agreement to subscribe for the Shares under the Rights Issue and shortfall to the Rights Issue in accordance with my/our Firm Commitment and Underwriting Commitment (as set out in the Offer Letter). I/We agree to be bound to the terms of the Offer Letter. In connection with the subscription for Shares, the undersigned hereby represents, warrants and agrees, for the benefit of the Company and their respective affiliates, the various representations, warranties and agreements set out in the Offer Letter, including those set forth under the heading Representations, Warranties and Agreements in Section 4 of the Offer Letter. I/We confirm our agreement set out above and understand our settlement obligations.

EXECUTED by GOLDEN RAIN HOLDINGS LIMITED in)
 accordance with its constituent documents and the)
 laws in its place of incorporation:)
)

A handwritten signature in black ink, appearing to read "Lee Kwok Fai".

Signature of director

Lee Kwok Fai

Name of director

 XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

 XXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXXX

**THIS ACCEPTANCE MUST BE FAXED TO +61 8 9200 4469 BY NO LATER THAN
 5:00PM WST TIME ON 25 JANUARY 2016**