

Form 605Corporations Act 2001
Section 671B**Notice of ceasing to be a substantial holder**To Company Name/Scheme Pacific Niugini LimitedACN/ARSN 30 003 207 467 (ABN)**1. Details of substantial holder(1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures
ACN/ARSN (if applicable) to this form)The holder ceased to be a substantial holder on 06 /06 /2014The previous notice was given to the company on 17 /04 /2014The previous notice was dated 15 /04 /2014**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 changed	Nature of change (4)	Consideration given in relation to change(5)	Class (6) and number of securities affected	Person's votes affected
	<u>Annexure A</u>				

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

4. Addresses

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

Name	Address
<u>Annexure B</u>	

Signatureprint name Dennis Iverscapacity *Authorised Signatory**sign here**date 10 / 06 /2014

* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

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, 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.
- (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.

This is Annexure A of 2 pages referred to in form 605 Notice of ceasing to be a substantial shareholder

10-Jun-14

Dennis Ivers,
Authorised
Signatory

Date

2. Changes in relevant interests

PACIFIC NIUGINI LTD. (PNR)

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected	Person's votes affected
16-Apr-14	BlackRock Japan Co Ltd	on mkt sale	0.08	ord -173,893	-173,893
16-Apr-14	BlackRock Japan Co Ltd	on mkt sale	0.08	ord -227,861	-227,861
16-Apr-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.08	ord -59,963	-59,963
16-Apr-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.08	ord -68,283	-68,283
17-Apr-14	BlackRock Japan Co Ltd	on mkt sale	0.08	ord -3,281	-3,281
17-Apr-14	BlackRock Japan Co Ltd	on mkt sale	0.08	ord -4,300	-4,300
17-Apr-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.08	ord -1,131	-1,131
17-Apr-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.08	ord -1,288	-1,288
05-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -64,888	-64,888
05-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -85,026	-85,026
05-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.06	ord -22,375	-22,375
05-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.06	ord -25,480	-25,480
07-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -983	-983
07-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -1,289	-1,289
07-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.06	ord -339	-339
07-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.06	ord -386	-386
20-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -2,559	-2,559
20-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -3,354	-3,354
20-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.07	ord -882	-882
20-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.07	ord -1,005	-1,005
21-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -32,810	-32,810
21-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -42,992	-42,992
21-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.07	ord -11,314	-11,314
21-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.07	ord -12,884	-12,884
22-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -27,921	-27,921
22-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -36,587	-36,587
22-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.07	ord -9,628	-9,628
22-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.07	ord -10,964	-10,964
27-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -119,757	-119,757
27-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -156,923	-156,923
27-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.06	ord -41,295	-41,295
27-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.06	ord -47,025	-47,025
28-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -2,491	-2,491

Date of Change	Person whose relevant interest changed	Nature of change (4) / Consideration given in relation to change (5)		Class (6) and number of securities affected	Person's votes affected
28-May-14	BlackRock Japan Co Ltd	on mkt sale	0.07	ord -3,264	-3,264
28-May-14	BlackRock (Isle of Man) Ltd	on mkt sale	0.07	ord -2,408	-2,408
28-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.07	ord -859	-859
28-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.07	ord -978	-978
29-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -12,454	-12,454
29-May-14	BlackRock Japan Co Ltd	on mkt sale	0.06	ord -16,319	-16,319
29-May-14	BlackRock (Isle of Man) Ltd	on mkt sale	0.06	ord -12,041	-12,041
29-May-14	BlackRock Investment Management (Australia) Limited	on mkt sale	0.06	ord -4,295	-4,295
29-May-14	BlackRock Investment Management (UK) Ltd	on mkt sale	0.06	ord -4,891	-4,891

This is Annexure B of 1 page referred to in form 605 Notice of ceasing to be a substantial shareholder

Dennis Ivers, Authorised Signatory	10-Jun-14 Date
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4. Addresses

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Isle of Man) Ltd	Atlantic House 3rd Floor, 4-8 Circular Road Douglas Isle of Man, IM1 1AG
BlackRock Investment Management (Aust) Ltd (ACN 006 165 975)	Level 26, 101 Collins St Melbourne Australia
BlackRock Investment Management (UK) Ltd	12 Throgmorton Avenue London EC2N 2DL UK
BlackRock Japan Co. Ltd.	Sapia Tower 1-7-12 Marunouchi, Chiyoda-ku, Tokyo, 100-0005 Japan