

Form 604**Corporations Act 2001
Section 671B****Notice of change of interests of substantial holder**

To Company Name/Scheme Ausdrill Limited

ACN/ARSN 009 211 474

1. Details of substantial holder (1)

Name Bremerton Pty Ltd, FMR Investments Pty Ltd, their associated entities (listed in Part 6 of this form), PM Bartlett Pty Ltd and Peter Mervyn Bartlett (together the "Bremerton Group")

ACN/ARSN (if applicable) 009 141 682

There was a change in the interests of the substantial holder on 11/5/2010The previous notice was given to the company on 27/10/2008The previous notice was dated 27/10/2008**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	13,525,697	7.86%	16,758,093	6.40%

3. Changes in relevant interests

Particulars of each change in, or change in the nature of, a related 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 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
October 2008 to April 2009	Bremerton Group	Acquisition of ordinary shares on market by Bremerton Pty Ltd	Various on market purchases, insufficient to trigger a Form 604	946,646 ordinary shares	946,646
Various	Bremerton Group	Acquisitions of ordinary shares by Samrae Pty Ltd	Various acquisitions, insufficient to trigger a Form 604	163,531 ordinary shares	163,531
October 2008 to May 2010	Bremerton Group	Dilutions on issue of additional shares in Ausdrill Limited	Nil	All	All
6 May 2010	Bremerton Group	Allotments of shares to Bremerton Pty Ltd and PM & JL Bartlett under Ausdrill Entitlement Offer	\$1,718,690 (\$2.00 per ordinary share)	859,345 ordinary shares	859,345
6 May 2010	Bremerton Group	Allotments of shares to Samrae Pty Ltd under Ausdrill Entitlement Offer	\$140,002 (\$2.00 per ordinary share)	70,001 ordinary shares	70,001
11 May 2010	Bremerton Group	Allotment of shares to Bremerton Pty Ltd as sub-underwriter to Ausdrill Entitlement Offer	\$2,385,746 (\$2.00 per ordinary share)	1,192,873 ordinary shares	1,192,873

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
Bremerton Group	Bremerton Pty Ltd	Bremerton Pty Ltd	Registered holder of shares, associate of registered holder or taken by section 608(3)(b) of the Corporations Act to have a relevant interest	14,755,299 ordinary shares	14,755,299
Samrae Pty Ltd, Bremerton Pty Ltd, PM Bartlett Pty Ltd and PM Bartlett	Samrae Pty Ltd	Samrae Pty Ltd	Bremerton Pty Ltd, PM Bartlett Pty Ltd and PM Bartlett are taken under sections 608(3)(a) or 608(3)(b) of the Corporations Act to have a relevant interest	800,001 ordinary shares	800,001
Bremerton Group	PM & JL Bartlett	PM & JL Bartlett	Registered holder of shares or associate of registered holder	1,202,793 ordinary shares	1,202,793

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	

6. Addresses

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

Name	Address
Bremerton Pty Ltd ACN 009 141 682, FMR Investments Pty Ltd ACN 009 411 349, Laurinay Pty Ltd ACN 009 142 269, Kookynie Resources Pty Ltd ACN 009 217 903, Higginsville Mining Pty Ltd ACN 074 880 247, Connemara Gold Mines Pty Ltd ACN 077 150 264, JFK Engineering Pty Ltd ACN 090 503 790 and Learmonth Limestone Pty Ltd ACN 088 238 411	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154
Samrae Pty Ltd ACN 009 286 417	27 Aztec Island Retreat, Mandurah WA 6210
PM Bartlett Pty Ltd ACN 113 414 805	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154
Peter Mervyn Bartlett	c/o Grace Partners Pty Ltd, Suite 3, 573 Canning Highway, Alfred Cove WA 6154

Signature

print name Jonathan Young Capacity Director/Agent

sign here J.A. Young date 13/5/10.

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 6 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 person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (6) 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.
- (7) 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.
- (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) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.

GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 604.

Signature	This form must be signed by either a director or a secretary of the substantial holder.
Lodging period	Nil.
Lodging fee	Nil.
Other forms to be completed	Nil.
Additional information	<p>(a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.</p> <p>(b) This notice must be given to a listed company, or the responsible entity for a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.</p> <p>(c) The person must give a copy of this notice:</p> <ul style="list-style-type: none"> (i) within 2 business days after they become aware of the information; or (ii) by 9.30 am on the next trading day of the relevant securities exchange after they become aware of the information if: <ul style="list-style-type: none"> (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and ACN or ARBN
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure

The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.