

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To Company Name/Scheme Eastern Goldfields Limited

ACN/ARSN 100 038 266

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

Name Mr Michael George Fotios on behalf of himself and his controlled entities Michael Fotios ATF Fotios Family Trust ("MFFT"), Investmet Limited (ACN 125 585 935) ("Investmet"), Della Resource Management Pty Ltd (ACN 118 613 175) ("Delta"), Whitestone Mining Services Pty Ltd (ACN 136 481 877) ("Whitestone"), Cribus Pty Ltd (ACN 603 398 901) as trustee for the Cribus Superannuation Fund ("Cribus") and Apollo Corporation (WA) Pty Ltd (ACN 608 186 072) as trustee for the Apollo Investment Trust ("Apollo")

ACN/ARSN (if applicable) See above

There was a change in the interests of the substantial holder on

Various dates set out below

The previous notice was given to the company on

09/06/2016

The previous notice was dated

09/06/2016

**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)
Fully Paid Ordinary Shares	191,548,719	39.77%	229,716,384	30.26%

**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 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
30 June 2017	Mr Michael George Fotios Whitestone	Shares issued on conversions of debts owed by the Company as approved by Shareholders on 30 May 2017	\$3,500,000	10,000,000 fully paid ordinary shares	10,000,000
31 January 2018	Mr Michael George Fotios Whitestone	Shares issued in Tranche 2 of the Company's placement as approved by Shareholders on 4 January 2018	\$750,000	3,750,000 fully paid ordinary shares	3,750,000
30 June 2017	Mr Michael George Fotios Investmet	Shares issued on conversions of debts owed by the Company as approved by Shareholders on 30 May 2017	\$350,000	1,000,000 fully paid ordinary shares	1,000,000

31 January 2018	Mr Michael George Fotios Investmet	Shares Issues In Tranche 2 of the Company's placement as approved by Shareholders on 4 January 2018	\$1,750,000	8,750,000 fully paid ordinary shares	8,750,000
30 June 2017	Mr Michael George Fotios Delta	Shares issued on conversions of debts owed by the Company as approved by Shareholders on 30 May 2017	\$210,000	600,000 fully paid ordinary shares	600,000
14 March 2018	Mr Michael George Fotios Investmet	Fully Paid Ordinary Shares issued pursuant to Underwriting Agreement entered in relation to the Company's non-renounceable rights issue.	\$2,200,000	11,000,000 Fully Paid Ordinary Shares	11,000,000
6 April 2018	Mr Michael George Fotios Crixus Pty Ltd	Fully Paid Ordinary Shares issued upon conversion of 5,000,000 Unlisted Options exercisable at \$0.168 each expiring 8 March 2018.	\$840,000	5,000,000 Fully Paid Ordinary Shares	5,000,000
6 April 2018	Mr Michael George Fotios Apollo Corporation (WA) Pty Ltd	Fully Paid Ordinary Shares issued upon conversion of 2,500,000 Unlisted Options exercisable at \$0.168 each expiring 8 March 2018.	\$420,000	2,500,000 Fully Paid Ordinary Shares	2,500,000

#### 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
Mr Michael George Fotios	MFFT	MFFT	Relevant Interest under Section 608(2)(b) and (c) as Mr Fotios has the power to control those shares as trustee of a trust	16,986,484 fully paid ordinary shares	16,986,487
	Investmet	Investmet	Relevant Interest under Section 608(3) as Mr Fotios controls this entity	127,868,370 fully paid ordinary shares	127,188,370
	Delta	Delta	Relevant Interest under Section 608(3) as Mr Fotios controls this entity	58,291,527 fully paid ordinary shares	58,291,527
	Whitestone	Whitestone	Relevant interest under Section 608(3) as Mr Fotios controls this entity	19,750,000 fully paid ordinary shares	19,750,000
	Crixus	Crixus	Relevant Interest under Section 608(3) as Mr Fotios controls this entity	5,000,000 fully paid ordinary shares	5,000,000
	Apollo	Apollo	Relevant Interest under Section 608(3) as Mr Fotios controls this entity	2,500,000 fully paid ordinary shares	2,500,000

MFFT	MFFT	MFFT	Relevant Interest under section 608(1)(a) as the holder of the securities	16,986,484 fully paid ordinary shares	16,986,484
Investmet	Investmet	Investmet	Relevant interest under section 608(1)(a) as the holder of the securities	127,868,370 fully paid ordinary shares	127,868,370
	MGMC Ply Ltd	Investmet	Section 608(1)(c) as Investmet has a call option over these shares, and accordingly has the power to dispose of, or control the exercise of a power to dispose of these shares.	4,372,338 fully paid ordinary shares	4,372,338
Delta	Delta	Delta	Relevant interest under section 608(1)(a) as the holder of the securities	58,291,527 fully paid ordinary shares	57,691,527
Whitestone	Whitestone	Whitestone	Relevant Interest under section 608(1)(a) as the holder of the securities	19,750,000 fully paid ordinary shares	19,750,000
Crixus	Crixus	Crixus	Relevant Interest under section 608(1)(a) as the holder of the securities	5,000,000 fully paid ordinary shares	5,000,000
Apollo	Apollo	Apollo	Relevant Interest under section 608(1)(a) as the holder of the securities	2,500,000 fully paid ordinary shares	2,500,000

#### 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
MFFT, Investmet, Delta, Whitestone, Crixus and Apollo	MFFT, Investmet, Delta, Whitestone, Crixus and Apollo are associated under section 12(2)(a)(iii) of the Corporations Act 2001 (Cth) by reason of all being entities controlled by Mr Michael George Fotios.  MFFT, Investmet, Delta, Whitestone, Crixus and Apollo each have voting power in the Company of 30.95% by reason of being associates.

#### 6. Addresses

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

Name	Address
Michael George Fotios	12 Kathleen Street Trigg, WA 6029
MFFT	Level 1, 24 Mumford Place, Balcatta WA 6021
Investmet	Level 1, 24 Mumford Place, Balcatta WA 6021
Delta	Level 1, 24 Mumford Place, Balcatta WA 6021
Whitestone	Level 1, 24 Mumford Place, Balcatta WA 6021
MGMC Pty Ltd	C/- Pitcher Partners, PO Box 7191, Cloisters Square WA 6850
Crixus	Level 1, 24 Mumford Place, Balcatta WA 6021
Apollo	Level 1, 24 Mumford Place, Balcatta WA 6021

#### Signature

print name MICHAEL GEORGE FOTIOS

capacity SUBSTANTIAL HOLDER

sign here



date 17/04/2018

#### 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 on 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.
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