

Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme

HILLGROVE RESOURCES LIMITED

ACN/ARSN

004 297 116

1. Details of substantial holder (1)

Name

SEE ANNEXURE A

ACN/ARSN (if applicable)

The holder became a substantial holder on

22/12/17

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
FPO	28,916,029	28,916,029	5.08%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
	SEE ANNEXURE B	

4. Details of present registered holders

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
	SEE ANNEXURE B		

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
	SEE ANNEXURE C			

1 of 4

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
SEE	ANNEXURE B

7. Addresses

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

Name	Address
SEE	ANNEXURE D

Signature

print name DAVID NEIL CONSTABLE capacity DIRECTOR
 sign here D. Mallowstale date 22/12/17

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 7 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Hillgrove Resources Limited ACN: 004 297 116**ANNEXURE A**

- Supervised Investments Australia Limited ACN: 125 580 305 (SIAL)
- David Constable
- Ida Constable
- Fayrsted Pty Ltd ACN: 117 528 364 ATF The Cooper Superannuation Fund (Fayrsted)

ANNEXURE B

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder	Nature of relevant interest	Number of FPO shares and votes
SIAL	JP Morgan Nominees Australia Limited (JPM) as custodian of The Supervised Fund (TSF)	Equity Trustees (EQT) as trustee for TSF	SIAL has the power to control securities as investment manager of TSF by appointment of EQT	27,466,029
David Constable	As above	As above	Relevant interest in SIAL	27,466,029
Ida Constable	As above	As above	Relevant interest in SIAL	27,466,029
Fayrsted	As above	As above	Relevant interest in SIAL	27,466,029
David Constable	David Constable	David Constable	Holder of shares	1,450,000

ANNEXURE C

Date of change	Person whose relevant interest changed	Nature of change	FPO change	Consideration given in relation to change
22/12/2017	SIAL	Conversion of 375,838 convertible notes into shares	12,527,933	n/a
15/09/2017	David Constable	On-market purchase	45,874	\$3,715.79
14/09/2017	SIAL	Exercise of 14,431,368 options	14,431,368	\$432,941.04
14/09/2017	David Constable	On-market purchase	4,125	\$334.13
8/09/2017	David Constable	Exercise of 1,000,000 options	1,000,000	\$30,000.00
8/09/2017	David Constable	On-market purchase	1	\$0.08
May 2017 to July 2017	David Constable	On-market purchases	400,000	\$27,715.17
August 2016 to June 2017	SIAL	On-market purchases	506,728	\$33,210.95

ANNEXURE D

Name	Address
SIAL	Suite 701, 65 York Street, Sydney NSW 2000
EQT	Level 2, 575 Bourke Street, Melbourne Victoria 3000
JPM	Locked Bag 7, Royal Exchange NSW 1225
Fayrsted	PO Box 718, Moss Vale NSW 2677
David Constable	205 Gillards Road, Pokolbin NSW 2320
Ida Constable	205 Gillards Road, Pokolbin NSW 2320