

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Mount Burgess Mining NLACN/ARSN 009 067 476**1. Details of substantial holder (1)**Name Nigel Raymond and Jan Evelyn Forrester

ACN/ARSN (if applicable)

The holder became a substantial holder on 4 / 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)
Ordinary	60,263,219	60,263,219	15.38%

**3. Details of relevant interests** Please see Annexure 1 for details

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

**4. Details of present registered holders** Please see Annexure 1 for details

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

**5. Consideration** Please see Annexure 1 for details.

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	

**6. Associates** Please see Annexure 1 for details.

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

**7. Addresses** for persons named on the form are shown in Annexure 1.

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

Name	Address

**Signature**

print name **Nigel Forrester**

capacity **CEO**

sign here

date **4 / 12 / 2017**

**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.

## Annexure 1

**This is Annexure 1 of 2 pages  
referred to in Form 603**

**Re: Mount Burgess Mining NL ACN: 009 067 476**

<b>3. Details of Relevant Interests</b>			
<b>Holder of Relevant Interest</b>	<b>Nature of Relevant Interests</b>	<b>Class and Number of Securities</b>	
Jan Evelyn Forrester	Power to exercise voting rights attached to the securities and power to dispose of the securities	32,243,698	ORD
Nigel Raymond Forrester	Power to exercise voting rights attached to the securities and power to dispose of the securities	20,815,371	ORD
Jan Evelyn Forrester & Nigel Raymond Forrester as Trustees for Beta Management Superannuation Fund	Power to exercise voting rights attached to the securities and power to dispose of the securities	1,156,435	ORD
Caroline Juliet Forrester	Power to exercise voting rights attached to the securities and power to dispose of the securities	2,039,000	ORD
Claire Alexandra Page	Power to exercise voting rights attached to the securities and power to dispose of the securities	4,008,715	ORD
		60,263,219	ORD

<b>4. Details of Present Registered Holders</b>				
<b>Holder of Relevant Interest</b>	<b>Registered Holder of Securities</b>	<b>Person Entitled to be Registered Holder</b>	<b>Class and number of Securities</b>	
Jan Evelyn Forrester	Jan Evelyn Forrester	Jan Evelyn Forrester	32,243,698	ORD
Nigel Raymond Forrester	Nigel Raymond Forrester	Nigel Raymond Forrester	20,815,371	ORD
Beta Management Services Superannuation Fund	Beta Management Services Superannuation Fund	Jan Evelyn Forrester & Nigel Raymond Forrester	494,858	ORD
Jan Evelyn Forrester & Nigel Raymond Forrester as Trustees for Beta Management Superannuation Fund.	Jan Evelyn Forrester & Nigel Raymond Forrester	Jan Evelyn Forrester & Nigel Raymond Forrester	661,577	ORD
Caroline Juliet Forrester	Caroline Juliet Forrester	Caroline Juliet Forrester	2,039,000	ORD
Claire Alexandra Page	Claire Alexandra Page	Claire Alexandra Page	4,008,715	ORD
			60,263,219	ORD

5. Consideration					
Holder of Relevant Interest	Date of Acquisition	Consideration		Class and number of Securities	
		Cash	Non-Cash		
Jan Evelyn Forrester	4/12/17		In lieu of loan repayment as approved by shareholders at AGM held on 30 November 2017	30,000,000	ORD
Nigel Raymond Forrester	28/08/17	\$241.41		25,569	ORD
	30/08/17	\$1,646.59		274,431	ORD
	4/12/17		In lieu of loan repayment as approved by shareholders at AGM held on 30 November 2017	14,000,000	ORD
Caroline Juliet Forrester	4/12/17		In lieu of loan repayment as approved by shareholders at AGM held on 30 November 2017	2,000,000	ORD
Claire Alexandra Page	4/12/17		In lieu of loan repayment as approved by shareholders at AGM held on 30 November 2017	4,000,000	ORD

6. Associates	
Name and ACN/ARSN (if applicable)	Nature of Association
Jan Evelyn Forrester	Wife
Nigel Raymond Forrester	Husband
Beta Management Services Superannuation Fund	Jan Evelyn and Nigel Raymond Forrester Superannuation Fund
Caroline Juliet Forrester	Daughter
Claire Alexandra Page	Daughter

7. Addresses	
Name	Address
Jan Evelyn Forrester	10B Edgar Way, Mount Pleasant, WA 6153
Nigel Raymond Forrester	10B Edgar Way, Mount Pleasant, WA 6153
Beta Management Services Superannuation Fund	10B Edgar Way, Mount Pleasant, WA 6153
Caroline Juliet Forrester	21C Charleson Street, Myaree, WA 6154
Claire Alexandra Page	c/o 10B Edgar Way, Mount Pleasant, WA 6153