

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder****To** Company Name/Scheme **Polymetals Resources Ltd (ASX:POL)**ACN/ARSN **ACN 644 736 247****1. Details of substantial holder (1)**Name **Meadowhead Investments Pty Ltd ATF The Sproule Family Trust and its related bodies listed in Annexure A**ACN/ARSN (if applicable) **003 122 870**

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

28/04/2023

The previous notice was given to the company on

21/12/2022

The previous notice was dated

21/12/2022**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 shares	41,847,379	49.48%	43,240,056	51.13%

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
28/04/2023	Meadowhead Investments Pty Ltd ATF The Sproule Family Trust and its related bodies listed in Annexure A	Increase in Shareholding as a result of distribution in specie of shares from a private company	N/A	1,392,677	1,392,677

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
Refer to Annexure A					

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
Not applicable	

6. Addresses

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

Name	Address
David Sproule	72 Marom Creek Road, Meerschaum Vale NSW 2477
Deering Nominees Pty Ltd (ACN 008 776 190)	72 Marom Creek Road, Meerschaum Vale NSW 2477
Meadowhead Investments Pty Ltd (ACN 003 122 870)	72 Marom Creek Road, Meerschaum Vale NSW 2477
Jane Sproule	72 Marom Creek Road, Meerschaum Vale NSW 2477

Signature

print name **David William Sproule** capacity **Director**

sign here



date **08/05/2023**

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.

Annexure A

This is annexure A referred to in Form 604, Notice of change of interest of substantial holder dated 8 May 2023

David Sproule

Director

Dated 8 May 2023

1. Details of substantial holder (1)

Name	ACN/ABN
Deering Nominees Pty Ltd ATF the Deering Family Trust	ACN 008 776 190
Meadowhead Investments Pty Ltd ATF the Sproule Family Trust	ACN 003 122 870
David Sproule	Not applicable
Jane Sproule	Not applicable

2. Present relevant interests (4)

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
Deering Nominees Pty Ltd ATF the Deering Family Trust	Deering Nominees Pty Ltd	Deering Nominees Pty Ltd	Section 608(1)(a) of the Corporations Act.	21,499,848 ordinary shares	21,499,848
Meadowhead Investments Pty Ltd ATF the Sproule Family Trust	Meadowhead Investments Pty Ltd	Meadowhead Investments Pty Ltd	Section 608(1)(a) of the Corporations Act.	21,499,848 ordinary shares	21,390,108
David Sproule	David Sproule	David Sproule	Section 608(1)(a) of the Corporations Act.	175,050 ordinary shares	175,050

Jane Sproule	Jane Sproule	Jane Sproule	Section 608(1)(a) of the Corporations Act.	175,050 ordinary shares	175,050
David Sproule and Jane Sproule	David Sproule and Jane Sproule	David Sproule and Jane Sproule	Relevant interest under section 608(3)(a), where a person is taken to have the same relevant interests as a body corporate, or managed investment scheme, in which the person's voting power is over 20%	-	-
