

**C L I F F O R D
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9 December 2016

Company Announcements Office
Australian Securities Exchange
Exchange Centre
20 Bridge Street
Sydney NSW 2000
By facsimile transmission

Dear Sir/Madam

Aeon Metals Limited (ACN 121 964 725) (ASX: AML) Notice of Change of Interests of Substantial Holder

We enclose a Form 604 for OCP Asia (Hong Kong) Limited and all its related bodies corporate and associates as investment manager of OL Master Limited and Orchard Makira Master Limited investment funds (together, the "OCP Group") in relation to Aeon Metals Limited.

Yours faithfully


Clifford Chance

Contact: Lance Sacks

Enclosure

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To: Company Name/Scheme Aeon Metals Limited (AML)

ACN/ARSN 121 964 725

1. Details of substantial holder (1)

Name OCP Asia (Hong Kong) Limited and all its related bodies corporate and associates as investment manager of OL Master Limited and Orchard Makira Master Limited investment funds (together, the "OCP Group")

ACN/ARSN (if applicable) N/A

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

The previous notice was given to the company on

The previous notice was dated

7	/	12	/	16
10	/	03	/	16
10	/	03	/	16

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 of 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	75,959,762	21.838%	79,520,319	22.862%

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 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
			<i>AUD</i>	<i>Fully paid ordinary shares</i>	
26/10/2016	OL Master Limited	On-market purchase	16,340.61	117,221	117,221
27/10/2016	OL Master Limited	On-market purchase	11,200	80,000	80,000
28/10/2016	OL Master Limited	On-market purchase	24,030.44	159,142	159,142
31/10/2016	OL Master Limited	On-market purchase	20,124.96	125,781	125,781
02/11/2016	OL Master Limited	On-market purchase	16,896	110,000	110,000
03/11/2016	OL Master Limited	On-market purchase	13,644.21	90,599	90,599
04/11/2016	OL Master Limited	On-market purchase	4,939.56	32,821	32,821
07/11/2016	OL Master Limited	On-market purchase	3,100	20,000	20,000
08/11/2016	OL Master Limited	On-market purchase	8,525	55,000	55,000
09/11/2016	OL Master Limited	On-market purchase	2,105.6	13,160	13,160
10/11/2016	OL Master Limited	On-market purchase	10,725	65,000	65,000
11/11/2016	OL Master Limited	On-market purchase	5,775	35,000	35,000
14/11/2016	OL Master Limited	On-market purchase	9,338.789	58,957	58,957
15/11/2016	OL Master Limited	On-market purchase	8,500	50,000	50,000
16/11/2016	OL Master Limited	On-market purchase	36,388.93	213,801	213,801
17/11/2016	OL Master Limited	On-market purchase	45,088.34	262,294	262,294
18/11/2016	OL Master Limited	On-market purchase	29,880	166,000	166,000
21/11/2016	OL Master Limited	On-market purchase	40,992.11	219,092	219,092
21/11/2016	OL Master Limited	On-market purchase	24,388	130,000	130,000

22/11/2016	OL Master Limited	On-market purchase	22,200	120,000	120,000
22/11/2016	OL Master Limited	On-market purchase	21,608.57	116,740	116,740
23/11/2016	OL Master Limited	On-market purchase	52,700.31	280,470	280,470
24/11/2016	OL Master Limited	On-market purchase	4,875	25,000	25,000
24/11/2016	OL Master Limited	On-market purchase	42,900	220,000	220,000
25/11/2016	OL Master Limited	On-market purchase	38,180	200,000	200,000
29/11/2016	OL Master Limited	On-market purchase	54,840	300,000	300,000
30/11/2016	OL Master Limited	On-market purchase	7,600	40,000	40,000
30/11/2016	OL Master Limited	On-market purchase	23,695.87	122,586	122,586
02/12/2016	OL Master Limited	On-market purchase	2,549,888	13,687	13,687
06/12/2016	OL Master Limited	On-market purchase	2,842,432	16,206	16,206
07/12/2016	OL Master Limited	On-market purchase	19,461.6	102,000	102,000

4. Present relevant interest

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
OL Master Limited	HSBC Custody Nominees (Australia) Limited - A/C 3	HSBC Custody Nominees (Australia) Limited - A/C 3	Power to dispose of securities	72,779,249 fully paid ordinary shares	72,779,249
Orchard Makira Master Limited	Merrill Lynch Australia Nominees Pty Ltd	Merrill Lynch Australia Nominees Pty Ltd	Power to dispose of securities	1,540,000 fully paid ordinary shares	1,540,000
Orchard Makira Master Limited	HSBC Custody Nominees (Australia) Limited - A/C 3	HSBC Custody Nominees (Australia) Limited - A/C 3	Power to dispose of securities	5,201,070 fully paid ordinary shares	5,201,070

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:

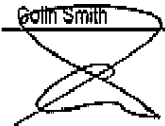
Name and ACN/ARSN (if applicable)	Nature of association
N/A	N/A

6. Addresses

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

Name	Address
OL Master Limited	14/F Shanghai Commercial Bank Tower, 12 Queen's Road Central, Hong Kong
Orchard Makira Master Limited	14/F Shanghai Commercial Bank Tower, 12 Queen's Road Central, Hong Kong
OCP Asia (Hong Kong) Limited	14/F Shanghai Commercial Bank Tower, 12 Queen's Road Central, Hong Kong
HSBC Custody Nominees (Australia) Limited	HSBC Custody and Clearing, Level 13, 580 George Street, Sydney NSW 2000, Australia
Merrill Lynch Australia Nominees Pty Ltd	Level 19, 120 Collins Street, Melbourne VIC 3000, Australia

Signature

print name	Colin Smith	capacity	Authorised Signatory		
sign here		date	8	/	12 / 16

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant issues (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 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, 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.