

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme Freehill Mining Limited

ACN/ARSN 091 608 025

1. Details of substantial holder (1)

Name Samuel William Duddy

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 5 July 2018

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)
Fully paid ordinary shares	37,427,490	37,427,490	9.29%

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
Samuel William Duddy	Direct holding	10,330,000
Samuel William Duddy	Indirect holding by Duddy Investment Pty Ltd (ACN 121 062 020) as trustee for the Sam Duddy Family Trust (Samuel Duddy is a director of Duddy Investment Pty Ltd and a beneficiary of the Sam Duddy Family Trust)	24,373,105
Samuel William Duddy	Indirect holding by Duddy Investment Pty Ltd (Samuel Duddy is a director of Duddy Investment Pty Ltd)	900,000
Samuel William Duddy	Indirect holding by S. W. Duddy Investments Pty Ltd (Samuel Duddy is a director of S. W. Duddy Investments Pty Ltd)	1,824,385

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
Samuel William Duddy	Samuel William Duddy	Samuel William Duddy	19,063,500 Ordinary Shares
Samuel William Duddy	Duddy Investment Pty Ltd as trustee for the Sam Duddy Family Trust	Duddy Investment Pty Ltd (ACN 121 062 020) as trustee for the Sam Duddy Family Trust	99,637,404 Ordinary Shares
Samuel William Duddy	Duddy Investment Pty Ltd	Duddy Investment Pty Ltd	2,000,000 Ordinary Shares

Samuel William Duddy	S. W. Duddy Investments Pty Ltd	S. W. Duddy Investments Pty Ltd	9,658,578 Ordinary Shares
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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	
Duddy Investment Pty Ltd (ACN 121 062 020) as trustee for the Sam Duddy Family Trust	5 July 2018	\$977,909.04	Nil	20,373,105
S. W. Duddy Investments Pty Ltd	5 July 2018	\$7,769.95	Nil	125,000
S. W. Duddy Investments Pty Ltd	4 July 2018	\$36,556.70	Nil	625,000
S. W. Duddy Investments Pty Ltd	14 June 2018	\$326.02	Nil	5,621
S. W. Duddy Investments Pty Ltd	13 June 2018	\$732.89	Nil	12,636
S. W. Duddy Investments Pty Ltd	12 June 2018	\$10,495.98	Nil	181,743
S. W. Duddy Investments Pty Ltd	1 May 2018	\$21,600.00	Nil	450,000
S. W. Duddy Investments Pty Ltd	11 April 2018	\$6,986.90	Nil	99,385
S. W. Duddy Investments Pty Ltd	5 April 2018	\$5,429.95	Nil	75,000
S. W. Duddy Investments Pty Ltd	16 March 2018	\$1,759.28	Nil	21,991
S. W. Duddy Investments Pty Ltd	15 March 2018	\$4,270.67	Nil	53,009
Samuel William Duddy	5 July 2018	\$2,350.45	Nil	39,500
Samuel William Duddy	4 July 2018	\$25,810.51	Nil	446,500
Samuel William Duddy	3 July 2018	\$6422.55	Nil	109,000
Samuel William Duddy	22 June 2018	\$43.50	Nil	750
Samuel William Duddy	21 June 2018	\$1,993.44	Nil	34,250
Samuel William Duddy	13 June 2018	\$32,855.35	Nil	545,000
Samuel William Duddy	12 June 2018	\$21,282.02	Nil	365,000
Samuel William Duddy	1 June 2018	\$8,827.30	Nil	147,290
Samuel William Duddy	31 May 2018	\$3,789.95	Nil	65,000
Samuel William Duddy	30 May 2018	\$3,019.95	Nil	50,000
Samuel William Duddy	22 May 2018	\$16,219.95	Nil	270,000
Samuel William Duddy	21 May 2018	\$6,421.95	Nil	100,000
Samuel William Duddy	17 May 2018	\$1,569.95	Nil	25,000
Samuel William Duddy	14 May 2018	\$669.95	Nil	10,000
Samuel William Duddy	11 May 2018	\$3,704.95	Nil	55,000
Samuel William Duddy	8 May 2018	\$1,400.00	Nil	20,000

Samuel William Duddy	7 May 2018	\$709.95	Nil	10,000
Samuel William Duddy	2 May 2018	\$128,944.68	Nil	579,710
Samuel William Duddy	1 May 2018	\$293,184.00	Nil	6,108,000
Samuel William Duddy	13 April 2018	\$51,262.55	Nil	655,000

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
Duddy Investment Pty Ltd as trustee for the Sam Duddy Family Trust	Samuel Duddy is a director of Duddy Investment Pty Ltd and a beneficiary of the Sam Duddy Family Trust
Duddy Investment Pty Ltd	Samuel Duddy is a director of Duddy Investment Pty Ltd
S. W. Duddy Investments Pty Ltd	Samuel Duddy is a director of S. W. Duddy Investments Pty Ltd

7. Addresses

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

Name	Address
Samuel William Duddy	6 Lillypilly Court, Middle Ridge QLD 4350
Duddy Investment Pty Ltd as trustee for the Sam Duddy Family Trust	6 Lillypilly Court, Middle Ridge QLD 4350
Duddy Investment Pty Ltd	6 Lillypilly Court, Middle Ridge QLD 4350
S. W. Duddy Investments Pty Ltd	6 Lillypilly Court, Middle Ridge QLD 4350

Signature

print name **Samuel William Duddy**

capacity **DIRECTOR**

sign here

date **03 / 05 / 2019**



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.
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GUIDE

This guide does not form part of the prescribed form and is included by ASIC to assist you in completing and lodging form 603.

Signature

This form must be signed by either a director or a secretary of the substantial holder.

Lodging period

Nil

Lodging Fee

Nil

Other forms to be completed

Nil

Additional information

- (a) If additional space is required to complete a question, the information may be included on a separate piece of paper annexed to the form.
- (b) This notice must be given to a listed company, or the responsible entity of a listed managed investment scheme. A copy of this notice must also be given to each relevant securities exchange.
- (c) The person must give a copy of this notice:
 - (i) within 2 business days after they become aware of the information; or
 - (ii) by 9.30am on the next trading day of the relevant securities exchange after they become aware of the information if:
 - (A) a takeover bid is made for voting shares in the company or voting interests in the scheme; and
 - (B) the person becomes aware of the information during the bid period.

Annexures

To make any annexure conform to the regulations, you must

- 1 use A4 size paper of white or light pastel colour with a margin of at least 10mm on all sides
- 2 show the corporation name and A.C.N. or A.R.B.N.
- 3 number the pages consecutively
- 4 print or type in BLOCK letters in dark blue or black ink so that the document is clearly legible when photocopied
- 5 identify the annexure with a mark such as A, B, C, etc
- 6 endorse the annexure with the words:
This is annexure (mark) of (number) pages referred to in form (form number and title)
- 7 sign and date the annexure. The annexure must be signed by the same person(s) who signed the form.

Information in this guide is intended as a guide only. Please consult your accountant or solicitor for further advice.