

HANCOCK PROSPECTING PTY LTD

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FACSIMILE TRANSMISSION

TO: Company Announcements Platform
COMPANY: Australian Securities Exchange
FAX NUMBER: 1300135638
FROM: Jabez Huang
SUBJECT: Form 604 – Notice of Change of Interests of Substantial Holder
DATE: 11 December 2014
REF:
PAGES: 5

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Form 604

Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Lakes Oil NL

ACN/ARSN 004 247 214

1. Details of substantial holder (1)

Name Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd ("HPPL") and subsidiaries of HPPL as set out in Annexure A (referred to together as the "HPPL Group")

ACN (if applicable) 008 676 417

There was a change in the interests of the substantial holder on 9 / 12 / 2014

The previous notice was given to the company on 16 / 12 / 2013

The previous notice was dated 16 / 12 / 2013

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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	1,750,000,000	17.33%	2,125,000,000	18.89%

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
9/12/2014	The HPPL Group	Increase in voting power on conversion of Convertible Notes.	nil	375,000,000 shares	375,000,000

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
The HPPL Group	Timeview Enterprises Pty Ltd ("TEPL")	TEPL	Pursuant to sections 608(1)(a), 608(1)(b), 608(1)(c) or 608(3)(b) of the Corporations Act or as associates	2,125,000,000 shares	2,125,000,000

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 (if applicable)	Nature of association
Not applicable	

6. Addresses

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

Name	Address
All members of the HPPL Group	Level 3, 28-42 Ventnor Avenue, West Perth, 6005

Signature

print name S J Huang

capacity Secretary

sign here



date 11/12/2014

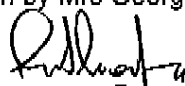
DIRECTIONS

- (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 of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder) given by Mrs Georgina Hope Rinehart and Hancock Prospecting Pty Ltd and its subsidiaries.



11 December 2014

S J Huang
Company Secretary

Date

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
Hancock Prospecting Pty Ltd	008 676 417
Auster Investments Pty Ltd	076 430 503
Bluelink Nominees Pty Ltd	152 873 660
Central Pilbara Holdings Pty Ltd	132 394 168
Central Pilbara North Iron Ore Pty Ltd	132 394 480
Central Pilbara South Iron Ore Pty Ltd	132 394 471
Dinari Pty Ltd	NI 149/71
Ethel Creek Iron Ore Pty Ltd	132 394 140
Gayna Park Pty Ltd	009 294 722
Georgina Hancock (1965) Pty Ltd	008 696 884
Hancock Energy Pty Ltd	130 249 624
Hancock Exploration Management Services Pty Ltd	127 071 836
Hancock Manganese Pty Ltd	131 992 277
Hancock Minerals Pty Ltd	057 326 824
Harrine Finance Pty Ltd	142 927 900
Harrine Holdings Pty Ltd	154 124 204
Harrine Investments Pty Ltd	145 852 991
HMHT Investments Pty Ltd	070 550 104
Hope Dairies Pty Ltd	169 703 011
Hope Downs Iron Ore Pty Ltd	071 514 308
Hope Downs Management Services Pty Ltd	081 380 930
HPPL Pastoral Properties Pty Ltd	078 739 956
Jasmin Walk Pty Ltd	149 227 485
Lake Vista Pty Ltd	152 873 679
Langford Investments Pty Ltd	062 582 601
Marillana Iron Ore Pty Ltd	132 394 159
Minerals Australia Pty Ltd	124 475 538
Mulga Downs Iron Ore Pty Ltd	080 659 150
Mulga Downs Pty Ltd	057 326 815
Mulga Exploration Pty Ltd	600 967 619
Mulga Infrastructure Pty Ltd	600 967 682
Mulga Iron Holdings Pty Ltd	600 967 404
Nicholas Downs Pty Ltd	131 992 295
Niunai Pty Ltd	600 577 473
Northern Australia Pastoral Investments Pty Ltd	168 089 558
Northern Australia Pastoral Properties Pty Ltd	168 089 469
Outram (SPV) Pty Ltd	115 004 147
Pastoral Properties Australia Pty Ltd	152 743 523
Queensland Coal Investments Pty Ltd	144 920 187
QCI (Coking) Pty Ltd	159 656 112
QCI (Galilee) Pty Ltd	159 703 009
QCI (Regions) Pty Ltd	160 911 679
QCI (Thermal) Pty Ltd	159 664 801
Queensland Resource Properties Pty Ltd	146 118 087

ENTITY NAME	AUSTRALIAN COMPANY NUMBER
Roy Hill Holdings Pty Ltd	123 721 077
Roy Hill Infrastructure Pty Ltd	130 249 633
Roy Hill Iron Ore Pty Ltd	123 722 038
Roy Hill Operations Pty Ltd	168 771 355
Rural Investment Holdings Pty Ltd	142 021 770
Timeview Enterprises Pty Ltd	147 613 312
Ventnor Entertainment Services Pty Ltd	146 118 087
Westraint Resources Pty Ltd	009 083 783
Winform Nominees Pty Ltd	152 706 717
Wingfield Avenue Pty Ltd	065 980 181