

Form 603

Corporations Act 2001

Section 671B

Notice of initial substantial holderTo Company Name/Scheme **SOUTHERN CROSS GOLDFIELDS LIMITED**ACN/ARSN **124 374 321****1. Details of substantial holder (1)**Name **MEADOWHEAD INVESTMENTS PTY LTD**ACN/ARSN (if applicable) **003 122 870**The holder became a substantial holder on **20/08/2013****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)
ORD	226,536,189	226,536,189	25.53%

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
Jane Christine Sproule	Holder of Fully Paid Ordinary Shares	92,296,985 Ordinary Shares
David William Sproule & Jane Christine Sproule <Sproule Family A/C>	Joint holder of Fully Paid Ordinary shares	660,000 Ordinary Shares
Meadowhead Investments Pty Ltd	Holder of Fully Paid Ordinary Shares	133,579,204 Ordinary Shares

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
Jane Christine Sproule	Jane Christine Sproule	Jane Christine Sproule	92,296,985 Ordinary Shares
David William Sproule & Jane Christine Sproule	David William Sproule & Jane Christine Sproule	David William Sproule & Jane Christine Sproule	660,000 Ordinary Shares
Meadowhead Investments Pty Ltd	Meadowhead Investments Pty Ltd	Meadowhead Investments Pty Ltd	133,579,204 Ordinary Shares

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	
Jane Christine Sproule	20/08/2013 Completion of merger with Polymetals Mining Limited	Nil	8,390,635 shares in Polymetals Mining Limited	92,296,985 Ordinary Shares
David William Sproule & Jane Christine Sproule	20/08/2013 Completion of merger with Polymetals Mining Limited	Nil	60,000 shares in Polymetals Mining Limited	660,000 Ordinary Shares
Meadowhead Investments Pty Ltd	20/08/2013 Completion of merger with Polymetals Mining Limited	Nil	60,000 shares in Polymetals Mining Limited	133,579,204 Ordinary Shares

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
Jane Christine Sproule	Jane Christine Sproule is the sole shareholder of Meadowhead Investments Pty Ltd

7. Addresses

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

Name	Address
Jane Christine Sproule	72 Marom Creek Rd, Meerschaum Vale NSW 2477
David William Sproule	72 Marom Creek Rd, Meerschaum Vale NSW 2477
Meadowhead Investments Pty Ltd	72 Marom Creek Rd, Meerschaum Vale NSW 2477

Signature

print name

David Sproule

capacity

Director

sign here

date

18/08/2014

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 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