

Attached is a copy of the Form 604 for Papillon Resources to be lodged with the ASX today by 1832 Asset Management L.P. (formerly GCIC Ltd.), manager of the Dynamic Funds.

Rgds, Marlowe

Ms. Marlowe Hanlen | Compliance Officer, Code of Ethics
1832 Asset Management L.P. | Investment Funds | Compliance

1 Adelaide St. E., 29th Floor, Toronto, Ontario M5C 2V9 Canada

☎ 1.416.365.2584

Email: marlowe.hanlen@1832.ca

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1832 Asset Management L.P.

One Adelaide Street East
29th Floor
Toronto, Ontario, Canada
M5C 2V9

Tel: (416) 365-2584
Fax: (647) 776-7721

Fax

To: Company Announcements Office

From: Marlowe Hanlen

Company: Australian Stock Exchange

Fax: 612-977-0999 or 612-9347-0005

Pages: 1 + 3

Phone:

Date: September 4, 2014

Re: Form 604 – Papillon Resources Limited

☐ **Urgent** ☐ **For Review** ☐ **Please Comment** ☐ **Please Reply** ☐ **Please Recycle**

● **Comments:**

Attached is a Form 604 for Papillon Resources Limited to be lodged with the ASX today on behalf of 1832 Asset Management L.P. (formerly GCIC Ltd. by name change), manager of the Dynamic Funds.

Thank you for your assistance.



Marlowe Hanlen (Ms.), Compliance Officer
1832 Asset Management L.P. (manager of the Dynamic Funds)
Tel.: 416-365-2584 (direct)
Internet Fax: 647-776-7721 (compliance)
Email: Marlowe.Hanlen@1832.ca

:mh
Attachment

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Papillon Resources Limited

ACN/ARSN 11 96 55 891

1. Details of substantial holder (1)

Name Bank of Nova Scotia and each of its associates/affiliates listed in Annex A

ACN/ARSN (if applicable) N/A

There was a change in the interests of the substantial holder on 09 / 01 / 2014
The previous notice was given to the company on 07 / 08 / 2013
The previous notice was dated 07 / 08 / 2013

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 Fully Paid | 29,900,000 | 8.86% undiluted | 27,115,000 | 7.70% undiluted |

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 |
|----------------|---|------------------------|---|---|-------------------------|
| Sept. 1, 2014 | 1832 Asset Management L.P. (formerly GCIC Ltd.), manager of the Dynamic Funds | In-market dispositions | Average share price was AUD 1.5270 | 2,785,000 Ordinary fully paid | 2,785,000 |

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 |
|--|--|--|---------------------------------|--------------------------------|----------------|
| 1832 Asset Management L.P. ("1832AML") | 1832AML, in its capacity as trustee and manager of various mutual funds has the power to control the voting and/or disposal of the securities and holds the securities for investment purposes | Unknown | | Ordinary fully paid 27,115,000 | 27,115,000 |

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/ARSN (if applicable) | Nature of association |
|-----------------------------------|--|
| 1832 Asset Management L.P. | Body corporate controlled by Bank of Nova Scotia |

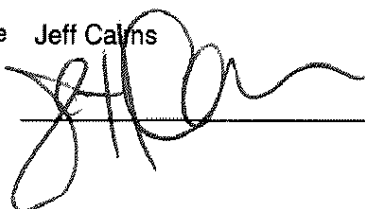
6. Addresses

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

| Name | Address |
|----------------------------|--|
| Bank of Nova Scotia | 40 King Street West, Toronto, Ontario, Canada M5H 3Y2 |
| 1832 Asset Management L.P. | 29 th Floor, 1 Adelaide Street East, Toronto, Ontario M5C 2V9 |

Signature

print name Jeff Calys



Capacity: Director & Head, Compliance and Investment Counsel of 1832 Asset Management L.P. (a fully-owned affiliate of the Bank of Nova Scotia)

sign here

date 4 / September / 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 (e.g. 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.

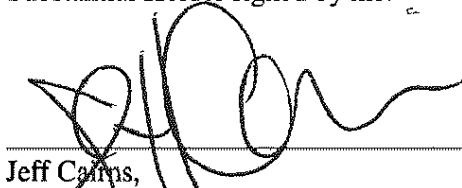
ANNEXURE A

Associates

This company is a fully-owned affiliate of Bank of Nova Scotia under section 9 of the Corporations Act by virtue of being a related corporate body of 1832 Asset Management L.P. (formerly GCIC Ltd.), manager of the Dynamic Funds.

1832 Asset Management L.P. (formerly GCIC Ltd.), manager of the Dynamic Funds

This is the annexure of 1 page marked A referred to in Form 604: Notice of Change of Interests of Substantial Holder signed by me.



 Jeff Cairns,
 Director & Head, Compliance and Investment Counsel
 of 1832 Asset Management L.P. (a fully-owned affiliate of the Bank of Nova Scotia)

Sept. 4, 2014

 Date