

Form 604Corporations Act 2001
Section 671B**Notice of change of interests of substantial holder**To 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**

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

17/09/2014 & 19/09/2014

The previous notice was given to the company on

18/08/2014

The previous notice was dated

18/08/2014**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)
Fully paid ordinary shares	226,536,189	25.53%	332,536,189	27.27%

3. Changes of 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
17/09/2014	(a) Meadowhead Investments Pty Ltd (b) Jane Christine Sproule (c) David William Sproule & Jane Christine Sproule <Sproule Family A/C>	Participation in Shareholder Offer Plan	1 cent per share	Fully paid ordinary shares (a) 3,000,000 (b) 1,500,000 (c) 1,500,000	(a) 3,000,000 (b) 1,500,000 (c) 1,500,000
19/09/2014	Meadowhead Investments Pty Ltd	Participation in Placement	1 cent per share	Fully paid ordinary shares 100,000,000	100,000,000

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
Jane Christine Sproule	Jane Christine Sproule	Jane Christine Sproule	Holder of Fully Paid Ordinary Shares	Fully paid ordinary shares 93,796,985	93,796,985
David William Sproule & Jane Christine Sproule	David William Sproule & Jane Christine Sproule	David William Sproule & Jane Christine Sproule	Joint Holder of Fully Paid Ordinary Shares	Fully paid ordinary shares 2,160,000	2,160,000
Meadowhead Investments Pty Ltd	Meadowhead Investments Pty Ltd	Meadowhead Investments Pty Ltd	Holder of Fully Paid Ordinary Shares	Fully paid ordinary shares 236,579,204	236,579,204

5. Changes in Association

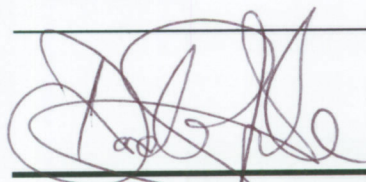
The persons who have become associates (2) of, ceased to be associates of, or have changed the nature of their association (9) with, the substantial holder in relation to voting interests in the company or scheme are as follows:

Name and ACN/ARSN (if applicable)	Nature of Association
Not applicable	Not applicable

6. 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 & Jane Christine Sproule	72 Marom Creek Rd, Meerschaum Vale NSW 2477
Meadowhead Investments Pty Ltd	72 Marom Creek Rd, Meerschaum Vale NSW 2477

Signature	David Sproule	Director
Print name		capacity
sign here		
		Date: 26/09/2014

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.