

**Form 604**  
Corporations Act 2001  
Section 671B

**Notice of change of interests of substantial holder**

To: Company Name/Scheme ATHENA RESOURCES LIMITED

ACN/ARSN 69 113 758 900

**1. Details of substantial holder (1)**

Name Mr Jason Peterson

ACN/ARSN (if applicable) n/a

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

16 / 08 / 2021

The previous notice was given to the company on

10 / 08 / 2021

The previous notice was dated

10 / 08 / 2021

**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 of 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 (O.F.P.)	57,000,000	10.61%	59,500,000	7.50%

**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 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
16/08/2021	Celtic Capital P/L < Celtic Capital No 3 A/C>	Entitlement issue and dilution due to shortfall placement	\$10,000.00	1,250,000	1,250,000
16/08/2021	Celtic Capital P/L < Celtic Capital No 4 A/C>	Entitlement issue and dilution due to shortfall placement	\$10,000.00	1,250,000	1,250,000

**4. Present relevant interest**

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
Celtic Capital P/L < Celtic Capital No 3 A/C>	Celtic Capital P/L < Celtic Capital No 3 A/C>	Celtic Capital P/L < Celtic Capital No 3 A/C>	Direct	1,250,000	1,250,000
Celtic Capital P/L < Celtic Capital No 4 A/C>	Celtic Capital P/L < Celtic Capital No 4 A/C>	Celtic Capital P/L < Celtic Capital No 4 A/C>	Direct	1,250,000	1,250,000
Sunset Capital Management P/L <Sunset Superfund A/C>	Sunset Capital Management P/L <Sunset Superfund A/C>	Sunset Capital Management P/L <Sunset Superfund A/C>	Direct	57,000,000	57,000,000

**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:

<b>Name and ACN/ARSN (if applicable)</b>	<b>Nature of association</b>
Celtic Capital P/L < Celtic Capital No 3 A/C>	Director
Celtic Capital P/L < Celtic Capital No 4 A/C>	Director
Sunset Capital Management P/L <Sunset Superfund A/C>	Trustee

**6. Addresses**

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

<b>Name</b>	<b>Address</b>
Celtic Capital P/L < Celtic Capital No 3 A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Celtic Capital P/L < Celtic Capital No 4 A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831
Sunset Capital Management P/L <Sunset Superfund A/C>	C/O PO Box Z5467, St Georges Tce, Perth WA 6831

**Signature**

print name Mr Jason Peterson

capacity Director & Trustee

sign here



date 17 / 08 / 2021