

Form 603Corporations Act 2001
Section 671B**Notice of initial substantial holder**To Company Name/Scheme **Cyprium Metals Ltd**ACN/ARSN **002 678 640****1. Details of substantial holder (1)**Name **Ilwella Pty Ltd**ACN/ARSN (if applicable) **003 220 371**The holder became a substantial holder on **06/12/2021****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)
Fully Paid Ordinary Shares ("FPOs")	30,197,335	30,197,335	5.35%

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
Ilwella Pty Ltd	Direct	28,751,293 FPOs
Maximus Flannery Pty Ltd ATF Finco Investment Trust	Relevant interest is held by an associate of Ilwella Pty Ltd	1,446,042 FPOs

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
Ilwella Pty Ltd	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	28,751,293 FPOs
Maximus Flannery Pty Ltd ATF Finco Investment Trust	HSBC Custody Nominees (Australia) Limited	HSBC Custody Nominees (Australia) Limited	1,446,042 FPOs

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	
See annexure 1	See annexure 1	See annexure 1	See annexure 1	See annexure 1

--	--	--	--	--

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
Maximus Flannery Pty Ltd ATF Finco Investment Trust ACN 165 834 408	Shared directorship and authority to act on account of Ilwella Pty Ltd

7. Addresses

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

Name	Address
Ilwella Pty Ltd	SUITE 6, LEVEL 22, 56 PITT STREET SYDNEY NSW 2000
Maximus Flannery Pty Ltd ATF Finco Investment Trust	SUITE 6, LEVEL 22, 56 PITT STREET SYDNEY NSW 2000

Signature

print name **Quentin Flannery**

capacity **Director**

sign here



date **13/12/2021**

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 associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) Include details of:
 - (a) any relevant agreement or other circumstances by which the relevant interest was acquired. 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.
- (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) 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.

Annexure 1

Transactions

Company: Cyprum Metals Limited (CYM)

As at: 06/12/2021

Class of Security: Ordinary Fully Paid

Date of Change	Holder of relevant interest	Nature of change	Consideration	Number of Securities	Person's Vote Affected
08/07/2020	Ilwella Pty Ltd	Buy	\$499,999.92	2,380,952	2,380,952
26/10/2020	Ilwella Pty Ltd	Buy	\$52,500.00	300,000	300,000
02/11/2020	Ilwella Pty Ltd	Buy	\$103,546.20	690,308	690,308
02/11/2020	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Buy	\$51,793.10	345,154	345,154
10/11/2020	Ilwella Pty Ltd	Buy	\$40,999.99	200,000	200,000
08/11/2020	Ilwella Pty Ltd	Buy	\$150,000.00	1,000,000	1,000,000
14/12/2020	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Buy	\$98,226.90	654,846	654,846
14/12/2020	Ilwella Pty Ltd	Buy	\$46,453.80	309,692	309,692
28/01/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Sell	\$41,568.66	153,958	153,958
19/02/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Sell	\$14,115.60	52,280	52,280
22/02/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Sell	\$26,384.40	97,720	97,720
18/03/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Sell	\$47,123.24	150,000	150,000
18/03/2021	Ilwella Pty Ltd	Sell	\$125,130.75	400,000	400,000
19/03/2021	Ilwella Pty Ltd	Sell	\$150,000.00	500,000	500,000
24/03/2021	Ilwella Pty Ltd	Buy	\$3,500,000.00	17,500,000	17,500,000
26/03/2021	Ilwella Pty Ltd	Buy	\$50,000.00	200,000	200,000
29/03/2021	Ilwella Pty Ltd	Buy	\$452,749.94	1,950,000	1,950,000
29/03/2021	Ilwella Pty Ltd	Buy	\$93,999.98	400,000	400,000
04/06/2021	Ilwella Pty Ltd	Buy	\$249,945.42	820,000	820,000
07/06/2021	Ilwella Pty Ltd	Buy	\$145,000.00	500,000	500,000
29/07/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Buy	\$50,999.99	200,000	200,000
06/12/2021	Maximus Flannery Pty Ltd ATF Finco Investment Trust	Buy	\$101,500.00	700,000	700,000
06/12/2021	Ilwella Pty Ltd	Buy	\$500,000.51	3,400,341	3,400,341