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

To Company Name/Scheme **BURLEY MINERALS LTD**

ACN/ARSN **44 645 324 992**

1. Details of substantial holder (1)

Name **Clive Bruce Jones**

ACN/ARSN

There was a change in the interests of the
substantial holder on 08/02/2023

The previous notice was given to the company on 07/07/2021

The previous notice was dated 07/07/2021

2. The 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 now when 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 Shares | 4,935,000 | 8.09% | 5,180,000 | 5.88% |

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 |
|----------------|--|----------------------|---|---|-------------------------|
| 12/07/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$21,664 | 65,000 ordinary shares | 0.11% |
| 13/07/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$26,134 | 75,000 ordinary shares | 0.12% |
| 14/07/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$8,838 | 25,000 ordinary shares | 0.04% |
| 14/07/2021 | Widerange Corporation Pty Ltd | On-market Sale | (\$34,650) | (100,000) ordinary shares | (0.16%) |

| | | | | | |
|------------|---|--------------------|------------|--------------------------|---------|
| 15/07/2021 | Widerange Corporation Pty Ltd | On-market Sale | (\$17,325) | (50,000) ordinary shares | (0.08%) |
| 05/08/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$9,860 | 27,500 ordinary shares | 0.04% |
| 06/08/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$3,535 | 10,000 ordinary shares | 0.02% |
| 11/08/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$5,151 | 15,000 ordinary shares | 0.03% |
| 19/08/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$4,620 | 15,000 ordinary shares | 0.03% |
| 23/08/2021 | Clive Bruce Jones <FCFC Legends A/C> | On-market Purchase | \$5,858 | 20,000 ordinary shares | 0.03% |
| 25/10/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$5,303 | 25,000 ordinary shares | 0.04% |
| 08/11/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$6,131 | 32,810 ordinary shares | 0.05% |
| 09/11/2021 | Widerange Corporation Pty Ltd | On-market Purchase | \$2,398 | 9,690 ordinary shares | 0.02% |
| 20/04/2022 | Widerange Corporation Pty Ltd | On-market Purchase | \$1,313 | 10,000 ordinary shares | 0.02% |
| 08/09/2022 | Widerange Corporation Pty Ltd | On-market Purchase | \$2,626 | 20,000 ordinary shares | 0.03% |
| 12/09/2022 | Widerange Corporation Pty Ltd | On-market Purchase | \$5,454 | 45,000 ordinary shares | 0.07% |

| | | | | | |
|------------|-------------------|--|-----|-----------|---------|
| 08/02/2023 | Clive Bruce Jones | Dilution due to Issue of Vendor and Advisor Shares pursuant to Completion of the Acquisition pursuant to the Binding Term Sheet dated 15 November 2022 pursuant to which Burley Minerals Ltd acquired 100% of the fully paid shares in LI2O Pty Ltd. | N/A | 5,370,000 | (2.71%) |
|------------|-------------------|--|-----|-----------|---------|

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 | Persons' s votes |
|-----------------------------|--|--|---|--------------------------------|------------------|
| Clive Bruce Jones | Clive Bruce Jones <Alyse Investment A/C> | Clive Bruce Jones <Alyse Investment A/C> | Power to dispose or vote the shares held by Alyse Investment A/C pursuant to S608(1) of the Corporations Act | 4,575,000 ordinary shares | 5.20% |
| Clive Bruce Jones | Widerange Corporation Pty Ltd | Widerange Corporation Pty Ltd | Power to dispose or vote the shares held by Widerange Corporation Pty Ltd pursuant to S608(1) of the Corporations Act | 575,000 ordinary shares | 0.65% |
| Clive Bruce Jones | Clive Bruce Jones <FCFC Legends A/C> | Clive Bruce Jones <FCFC Legends A/C> | Power to dispose or vote the shares held by FCFC Legends A/C pursuant to S608(1) of the Corporations Act | 30,000 ordinary shares | 0.03% |

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 |
|-----------------------------------|-----------------------|
| N/A | N/A |

6. Addresses

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

| Name | Address |
|-------------------------------|------------------------------------|
| Widerange Corporation Pty Ltd | 20A Malbury Street, BICTON WA 6157 |
| Clive Bruce Jones | 20A Malbury Street, BICTON WA 6157 |

Signature

Print Name

Sign here

Clive Jones

Director
Capacity

Date 10/02/2023

DIRECTIONS

- (1) If there are a number of substantial holders with similar or related relevant interests (eg. A corporation and it's 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 must be referred to 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

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- (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 association 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 (eg. 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
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