

Form 605
Corporations Act 2001
Section 671B

Notice of change in interests of substantial holder

To: **CAPE LAMBERT RESOURCES LIMITED**
A.C.N 095 047 920

1. Details of substantial shareholder (1)

Leadenhall Australia Pty Ltd ABN 63 007 997 248
Noble Investments Superannuation Fund Pty Ltd ABN 98 168 638 587
Timothy Owen Lebbon ABN 12 930 874 705
And
Christine Frances Lebbon

The holder ceased to be a substantial holder on **7 February 2017**.

The previous notice was given to the company on: 23/9/16.

The previous notice was dated **23/9/16**.

2. 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
Leadenhall Australia Pty Ltd					
	Fully Paid Shares	Last notice		27,600,000	27,600,000
4/1/17		Onmarket sale	\$0.013	-1,600,000	-1,600,000
19/1/17		Onmarket sale	\$0.016	-681,200	-681,200
20/1/17		Onmarket sale	\$0.016	-98,800	-98,800
7/2/17		Onmarket sale	\$0.019	-1,305,227	-1,305,227
	Fully paid shares	Holding		23,914,773	23,914,773
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>					
	Fully paid Shares	Last notice		12,500,000	12,500,000
7/11/16		Onmarket sale	\$0.014	-60,000	-60,000
8/11/16		Onmarket sale	\$0.016	-48,071	-48,071
10/11/16		Onmarket sale	\$0.016	-150,000	-150,000
11/11/16		Onmarket sale	\$0.016	-491,929	-491,929
14/11/16		Onmarket sale	\$0.017	-750,000	-750,000
13/12/16		Offmarket sale	\$0.014	-4,150,000	-4,150,000
13/12/16		Offmarket sale	\$0.014	-4,150,000	-4,150,000
		This notice		2,700,000	2,700,000

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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
Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>					
	Fully paid Shares	Last notice		0	0
13/12/16		Off-market buy	\$0.014	4,150,000	4,150,000
		This notice		4,150,000	4,150,000
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>					
	Fully paid Shares	Last notice		0	0
13/12/16		Off-market buy	\$0.014	4,150,000	4,150,000
		This notice		4,150,000	4,150,000
Timothy Owen Lebbon					
	Fully Paid shares	Last notice		100,000	100,000
	Fully paid shares	This notice		100,000	100,000

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 A.C.N./A.R.S.N. (if applicable)	Nature of Association

6. **Addresses**

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

Name	Address
Leadenhall Australia Pty Ltd	GPO Box 1572, Adelaide SA 5001
Noble Investments Superannuation Fund Pty Ltd as Trustee for the Noble Investments Superannuation Fund (including pension accounts)	GPO Box 1572, Adelaide SA 5001
Mr T O Lebbon	GPO Box 1572, Adelaide SA 5001
Mrs C F Lebbon	3 Russell Avenue Hazelwood Park SA 5066

Signature



Signature:

8 February 2017

Print Name: T Lebbon

Capacity: Director, Leadenhall Australia Pty Ltd

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DIRECTIONS

1. If there are a number of substantial holders with similar or related relevant interests (e.g. 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 interest 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 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 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 of, 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 received 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 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