

**Form 604**

Corporations Act 2001  
Section 671B

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

To Company Name/Scheme

ACN/ARSN

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

Name

ACN/ARSN (if applicable)

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

/ /

The previous notice was given to the company on

/ /

The previous notice was dated

/ /

**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)

**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

**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

## 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

## 6. Addresses

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

Name	Address

## Signature

print name

capacity

sign here

date / /

## 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.
- (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 associate 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.

This is Annexure A of 2 pages referred to in form 604 Notice of change of interests of substantial shareholder

15-May-17

Dennis Ivers,  
Authorised Signatory

Date

## 5. Consideration

GALAXY RESOURCES LTD (GXY)							
Date of Change	Person whose relevant interest changed	Nature of change (6) / Consideration given in relation to change (7)		CCY	Class and number of securities affected		Person's votes affected
08-May-17	BlackRock Advisors, LLC	on mkt buy	0.42	AUD	Ord	5,935	5,935
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	40,513	40,513
08-May-17	BlackRock International Limited	on mkt buy	0.42	AUD	Ord	164,432	164,432
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	2,063,652	2,063,652
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	325,404	325,404
08-May-17	BlackRock Advisors, LLC	on mkt buy	0.42	AUD	Ord	6,077	6,077
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	41,483	41,483
08-May-17	BlackRock International Limited	on mkt buy	0.42	AUD	Ord	168,368	168,368
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	2,113,060	2,113,060
08-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.42	AUD	Ord	333,195	333,195
08-May-17	BlackRock Fund Advisors	in specie	n/a	AUD	Ord	243,780	243,780
09-May-17	BlackRock Fund Advisors	on mkt buy	0.44	AUD	Ord	459,635	459,635
09-May-17	BlackRock Advisors, LLC	on mkt buy	0.46	AUD	Ord	3,643	3,643
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	24,867	24,867
09-May-17	BlackRock International Limited	on mkt buy	0.46	AUD	Ord	100,929	100,929
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	1,266,688	1,266,688
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	199,736	199,736
09-May-17	BlackRock Advisors, LLC	on mkt buy	0.46	AUD	Ord	7,305	7,305
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	49,863	49,863
09-May-17	BlackRock International Limited	on mkt buy	0.46	AUD	Ord	202,382	202,382
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	2,539,943	2,539,943
09-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.46	AUD	Ord	400,507	400,507
09-May-17	BlackRock Fund Advisors	in specie	n/a	AUD	Ord	6,850	6,850
09-May-17	BlackRock Fund Advisors	in specie	n/a	AUD	Ord	24,378	24,378
10-May-17	BlackRock Advisors, LLC	on mkt buy	0.49	AUD	Ord	3,743	3,743
10-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.49	AUD	Ord	25,549	25,549
10-May-17	BlackRock International Limited	on mkt buy	0.49	AUD	Ord	103,696	103,696
10-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.49	AUD	Ord	1,301,407	1,301,407
10-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.49	AUD	Ord	205,210	205,210
11-May-17	BlackRock Advisors, LLC	on mkt buy	0.47	AUD	Ord	7,542	7,542
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.47	AUD	Ord	51,483	51,483
11-May-17	BlackRock International Limited	on mkt buy	0.47	AUD	Ord	208,957	208,957
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.47	AUD	Ord	2,622,460	2,622,460
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.47	AUD	Ord	413,518	413,518
11-May-17	BlackRock Advisors, LLC	on mkt buy	0.48	AUD	Ord	10,273	10,273
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.48	AUD	Ord	70,122	70,122
11-May-17	BlackRock International Limited	on mkt buy	0.48	AUD	Ord	284,600	284,600
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy	0.48	AUD	Ord	3,571,792	3,571,792

Date of Change	Person whose relevant interest changed	Nature of change (6) / Consideration given in relation to change (7)	CCY	Class and number of securities affected	Person's votes affected
11-May-17	BlackRock Investment Management (UK) Limited	on mkt buy 0.48	AUD	Ord 563,213	563,213

15-May-17  
Date

Dennis Ivers,  
Authorised Signatory

**4. Details of present registered holders**

Holder of Relevant Interests	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	Nature of Association
BlackRock (Netherlands) B.V.	SSB-SSB NEW YORK INSTITUTIONAL		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 291,872	291,872	Subsidiary of BlackRock, Inc.
BlackRock Advisors, LLC	BNYM-THE BANK OF NEW YORK		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 333,940	333,940	Subsidiary of BlackRock, Inc.
BlackRock Asset Management Canada Limited	SSB-STATE STREET SACRAMENTO		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 58,266	58,266	Subsidiary of BlackRock, Inc.
BlackRock Fund Advisors	SSB-STATE STREET BANK, BOSTON		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 300,858	300,858	Subsidiary of BlackRock, Inc.
BlackRock Fund Advisors	SSB-STATE STREET SACRAMENTO		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 10,965,682	10,965,682	Subsidiary of BlackRock, Inc.
BlackRock Institutional Trust Company, National Association	BNYM-THE BANK OF NEW YORK		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 123,419	123,419	Subsidiary of BlackRock, Inc.
BlackRock Institutional Trust Company, National Association	JPM-JP MORGAN CHASE - NEW YORK		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 94,981	94,981	Subsidiary of BlackRock, Inc.
BlackRock Institutional Trust Company, National Association	SSB-SSB NEW YORK INSTITUTIONAL		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord 949,891	949,891	Subsidiary of BlackRock, Inc.

Holder of Relevant Interests	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	Nature of Association
BlackRock Institutional Trust Company, National Association	SSB-STATE STREET SACRAMENTO		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	9,905,065	9,905,065	Subsidiary of BlackRock, Inc.
BlackRock International Limited	BNYM-BANK OF NY BRUS		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	6,286,748	6,286,748	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (Australia) Limited	BNP-BNP PARIBAS AUSTRALIA - COGENT		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	251,887	251,887	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (Australia) Limited	JPM-JPM CHASE - SYDNEY		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	19,237	19,237	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (Australia) Limited	NAB-NATIONAL AUSTRALIA BANK LIMITED - MELBOURNE		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	1,536,469	1,536,469	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (Australia) Limited	Northern Trust Singapore		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	893,287	893,287	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (UK) Limited	BNP-BNP PARIBAS JERSEY		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	950,532	950,532	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (UK) Limited	BNYM-BANK OF NY BRUS		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	579,971	579,971	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (UK) Limited	BNYM-BONY EUROPE - LONDON		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	12,441,243	12,441,243	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (UK) Limited	BNYM-BONY LUXEMBOURG		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	78,900,069	78,900,069	Subsidiary of BlackRock, Inc.
BlackRock Investment Management, LLC	BNYM-THE BANK OF NEW YORK		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	412,443	412,443	Subsidiary of BlackRock, Inc.
BlackRock Japan Co., Ltd.	JPM-JP MORGAN CHASE - NEW YORK		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities as investment manager or trustee.	Ord	32,051	32,051	Subsidiary of BlackRock, Inc.

Holder of Relevant Interests	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	Nature of Association
BlackRock Investment Management (Australia) Limited	NAB-NATIONAL AUSTRALIA BANK LIMITED - MELBOURNE		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as investment manager.	Ord	1,289,039	1,289,039	Subsidiary of BlackRock, Inc.
BlackRock Investment Management (Australia) Limited	JPM-JPM CHASE - SYDNEY		Power to control the exercise of a right to vote attached to securities and/or the power to dispose of securities held in its capacity as responsible entity.	Ord	4,309,062	4,309,062	Subsidiary of BlackRock, Inc.

This is Annexure C of 1 page referred to in form 604 Notice of change of interests of substantial shareholder

Dennis Ivers,  
Authorised Signatory

15-May-17  
Date

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

Name	Address
BlackRock Group	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock (Netherlands) B.V.	Rembrandt Tower, 17th floor Amstelplein Amsterdam Netherlands
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Asset Management Canada Limited	161 Bay Street, Suite 2500 Toronto, Ontario M5J 2S1 Canada
BlackRock Fund Advisors	400 Howard Street San Francisco, CA, 94105 United States
BlackRock Institutional Trust Company, National Association	1225 17th Street, Suite 300, Denver, CO 80202 (Colorado, USA)
BlackRock International Limited	Exchange Place One, 1 Semple Street, Edinburgh, EH3 8BL, United Kingdom (Scotland, United Kingdom)
BlackRock Investment Management (Australia) Limited	Level 26, 101 Collins Street Melbourne VIC 3000 Australia (Victoria, Australia)
BlackRock Investment Management (UK) Limited	12 Throgmorton Avenue London EC2N 2DL United Kingdom
BlackRock Investment Management, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
BlackRock Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)