Form 605

Corporations Act 2001 Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme

CRADLE RESOURCES LIMITED (ASX:CXX)

ACN/ARSN

ACN 149 637 016

1. Details of substantial holder(1)

Name

Brett Mitchell

ACN/ARSN (if applicable)

The holder ceased to be a substantial

30 June 2017

holder on

The previous notice was given to the

The previous notice was dated

26 April 2016

company on

26 April 2016

2. Changes in relevant interests

Particulars of each change in, or change in the nature of, a relevant interest (2) of the substantial holder or an associate (3) 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 (4) | Consideration given in relation to change (5) | Class (6) and number of securities affected | Person's votes affected |
|----------------|---|-------------------------|---|--|----------------------------|
| 26/05/2017 | Brett and Michelle Mitchell <mitchell Spring Family A/C></mitchell | Sale | \$318,240 | ORD 1,000,000 | ORD 1,000,000 |
| 29/05/2017 | As above | Sale | \$127,296 | ORD 400,000 | ORD 400,000 |
| 30/05/2017 | As above | Sale | \$31,648 | ORD 100,000 | ORD 100,000 |
| 30/06/2017 | As above | Sale | \$798,785 | ORD 2,500,000 | ORD 2,500,000 |

3. Changes in association

The persons who have become associates (3) of, ceased to be associated of, or have changed the nature of their association (7) 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 | |

4. Addresses

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

| Name | Address |
|----------------|----------------------------------|
| Brett Mitchell | PO BOX 6163 SWANBOURNE WA 6010 . |

Signature

| print name | |
|------------|--|
|------------|--|

Brett Mitchell

capacity

Trustee

sign here

date

3 July 2017