

RESOURCE
CAPITAL FUNDS®

**Resource Capital Funds
Management Pty Ltd**

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To : Company Announcements

Fax No : 1300 135 638

Company : ASX Announcements

Subject : **FORM 605**

From : Amy Woods

Pages : 3

Date : November 15, 2019

Copy : Company Secretary

Bill Weiping Lee, Company Secretary

Wolf Minerals Limited

Fax: 6316 3357

NOTICE OF CEASING TO BE A SUBSTANTIAL HOLDER

Resource Capital Fund V L.P., Resource Capital Fund VI L.P., RCF Management Pty Ltd and RCF V Annex lodges the attached Form 605 in relation to Wolf Minerals Limited.

Yours faithfully

Amy Woods

Form 605

Corporations Act 2001
Section 671B

Notice of ceasing to be a substantial holder

To Company Name/Scheme	WOLF MINERALS LIMITED
ACN/ARSN	121 831 472
1. Details of substantial holder (1)	RESOURCE CAPITAL FUND V L.P. ("RCF V"), RESOURCE CAPITAL FUND VI L.P. ("RCF VI"), RCF MANAGEMENT PTY LTD AND RCF V ANNEX FUND L.P. ("RCF V ANNEX")
Name	
ACN/ARSN (if applicable)	

The holder ceased to be a substantial holder on 12/11/2019

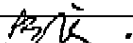
The previous notice was given to the company on 30/06/2016

The previous notice was dated 30/06/2016

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 voted affected
22/12/2016	RCF Management	Shares Issued Under Directors Share Plan September Qtr	A\$6,000.02	FULLY PAID ORDINARY SHARES 50,378	50,378
30/12/2016	RCF Management	Shares Issued Under Directors Share Plan December Qtr	A\$6,000.05	FULLY PAID ORDINARY SHARES 72,377	72,377
03/04/2017	RCF Management	Shares Issued Under Directors Share Plan March Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 80,537	80,537
30/06/2017	RCF Management	Shares Issued Under Directors Share Plan June Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 91,603	91,603
12/12/2017	RCF Management	Shares Issued Under Directors Share Plan September Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 69,045	69,045
27/12/2017	RCF Management	Shares Issued Under Directors Share Plan December Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 81,081	81,081
29/03/2018	RCF Management	Shares Issued Under Directors Share Plan March Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 96,000	96,000
29/06/2018	RCF Management	Shares Issued Under Directors Share Plan June Qtr	A\$6,000.00	FULLY PAID ORDINARY SHARES 102,215	102,215
25/10/2019	RCF V	SHARE CONSOLIDATION 1 FOR 250	Nil	-336,318,561 (337,669,237 ordinary fully paid shares consolidated to 1,350,676 ordinary fully paid shares)	N/A (number of votes consolidated from 337,669,237 to 1,350,676)
25/10/2019	RCF VI	SHARE CONSOLIDATION 1 FOR 250	Nil	-196,917,533 (197,708,366 ordinary fully paid shares consolidated to 790,833 ordinary fully paid shares)	N/A (number of votes consolidated from 197,708,366 to 790,833)
25/10/2019	RCF Management	SHARE CONSOLIDATION 1 FOR 250	Nil	-799,682 (802,893 ordinary fully paid shares consolidated to 3,211 ordinary fully paid shares)	N/A (number of votes consolidated from 802,893 to 3,211)
25/10/2019	RCF V ANNEX	SHARE CONSOLIDATION 1 FOR 250	Nil	-74,029,149 (74,326,454 ordinary fully paid shares consolidated to 297,305 ordinary fully paid shares)	N/A (number of votes consolidated from 74,326,454 to 297,305)
12/11/2019	RCF Management	Dilution resulting from an issue of shares	N/A	N/A	N/A
12/11/2019	RCF V	Dilution resulting from an issue of shares	N/A	N/A	N/A

4. Addresses		
The addresses of persons named in this form are as follows:		
Name	Address	
RCF V, RCF VI & RCF V ANNEX	1400 SIXTEENTH STREET, SUITE 200, DENVER CO 80202, USA	
RCF MANAGEMENT PTY LTD	LEVEL 1, 24 KINGS PARK ROAD, WEST PERTH WA 6005	
MERRILL LYNCH (AUSTRALIA) NOMINEES PTY LIMITED	LEVEL 19, 120 COLLINS STREET, MELBOURNE, VIC 3000 AUSTRALIA	
Signature		
print name	PETER NICHOLSON	Capacity AUTHORIZED OFFICER
sign here		date 15 / 11 / 2019

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 4 of the form.
- (2) See the definition of "relevant interest" in sections 608 and 671B(7) of the Corporations Act 2001.
- (3) See the definition of "associate" in section 9 of the Corporations Act 2001.
- (4) 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.
- (5) 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.
- (6) The voting shares of a company constitute one class unless divided into separate classes.
- (7) Give details, if appropriate, of the present association and any change in that association since the last substantial holding notice.