

604

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15 July 2001

**Form 604****Corporations Act 2001  
Section 671B****Notice of change of interests of substantial holder****To Company Name/Scheme** Myanmar Metals Limited**ACN/ARSN** 124 943 728**1. Details of substantial holder(1)****Name** Perilya Limited**ACN/ARSN (if applicable)** 009 193 695

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

06/01/2020

The previous notice was given to the company on

15/06/2018

The previous notice was dated

19/06/2018**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)
Ordinary shares	249,422,477	19.99%	319,717,209	18.08%*

\* No disposal of shares by substantial holder. Reduction due to third party exercise of listed options in company.

**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 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
29/05/2019	Perilya Limited	Participation in May 2019 Placement as announced 24 May 2019	\$4,569,157.58	70,294,732 fully paid ordinary shares	70,294,732

**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
Perilya Limited	Perilya Limited	Perilya Limited	Registered holder of the shares under section 608(1) of the Corporations Act	319,717,209 Ordinary shares	319,717,209
Zhongjin Lingnan Mining (HK) Company Limited	Perilya Limited	Perilya Limited	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having control of Perilya Limited	As above	As above
Shenzhen Zhongjin Lingnan Nonfermet Co., Ltd	Perilya Limited	Perilya Limited	Taken under section 608(3)(b) of the Corporations Act to have a relevant interest by reason of having	As above	As above

			control of Perilya Limited		
Each of the controlled entities of Perilya Limited ( <b>Perilya Entities</b> ) as named in part A of the list annexed to this notice and marked Annexure A	Perilya Limited	Perilya Limited	Entities controlled by Perilya are deemed to have the same relevant interests as Perilya	As above	As above
Each of the associates of Shenzhen Zhongjin Lingnan Nonfermet Co., Ltd ( <b>Zhongjin Associates</b> ) as named in part B of the list annexed to this notice and marked Annexure A	Perilya Limited	Perilya Limited	Relevant interest held by Shenzhen Zhongjin Lingnan Nonfermet Co., Ltd, an Associate under section 12(2)(a) of the Corporations Act.	As above	As above

**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
Not applicable - no change in associate relationships	


**6. Addressee**

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

Name	Address
Perilya Limited	Level 8, 251 Adelaide Terrace, Perth WA 6000
Zhongjin Lingnan Mining (HK) Company Limited	16 <sup>th</sup> Floor, Tower Two, Admiralty Centre, Central, Hong Kong
Shenzhen Zhongjin Lingnan Nonfermet Co., Ltd	Level 24-26, Nonfermet Building, 6013 Shennan Avenue, Shenzhen, China 518040

**Signature**

print name Jialiang Zeng capacity Director

sign here  date 31 / 01 / 2020

**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.

**Annexure "A"**

This is Annexure "A" of 2 pages referred to in Form 604 (Notice of change of interests of substantial holder) signed by me and dated 31/01/2020

print name Jialiang Zeng capacity Director

sign here  date 31 / 01 / 2020

**PART A: Perilya Entities**

Name of Perilya Entity
Perilya Investments Pty Ltd ACN 009 232 464
Perilya Broken Hill Limited ACN 099 761 289
Perilya Freehold Mining Pty Ltd ACN 066 463 579
Perilya Exploration Pty Ltd ACN 009 098 980
Perilya Management Pty Ltd ACN 078 343 094
Mt Oxide Pty Ltd ACN 133 057 593
Perilya (Malaysia) Sdn Bhd
ACN 106 537 008 Pty Ltd
Richview Investments Pty Ltd ACN 126 294 451
Powerform Investments Pty Ltd ACN 126 353 082
Noble Mining Corporation Pty Ltd ACN 009 178 232
Riverpoint Holdings Pty Ltd ACN 124 541 868
Talyn Limited
Riverpoint Holdings (Mauritius) Pty Ltd
Calabrid Trading 16 (Pty) Ltd
Defacto Investments 275 Pty Ltd
GlobeStar Mining Corporation
TGW Corp Inc
Sarmin Exploration Corp
Talpan Explorations SRL
Corporacion Minera Dominicana S.A.S.

**PART B: Zhongjin Associates**

Name of Zhongjin Associate
Shum Yip Nonfermet Hong Kong Ltd
China Nonferrous Industrial Shenzhen Warehousing & Logistics Company
Shenzhen Nonfermet Hi-power Battery Material Co Ltd
Zhongjin Lingnan Nonfermet Technology Company
Tianjin Jinkang Real Estate Development Company
Shaoguan Jinsheng Metals Trading Co Ltd
Zhongjin Lingnan Nonfermet Financial Co Ltd
Shenzhen Kangfa Development Company
Nonfermet International (China-Canada-Japan) Aluminum Co Ltd
Shenzhen Jinhui Futures Brokerage Co Ltd
Zhongjin Nonfermet Construction and Installation Company
Renhua Walda Development Co Ltd
Renhua Fankou Lead-zinc Construction and Installation Company
Guangxi Zhongjin Lingnan Mining Limited Liability Company
Shaoguan Zhongjin Lingnan Commercial Reserves Co Ltd
Nonfermet International Xilin Industry Ltd
Shenzhen Huapin Rail Transit Co Ltd
Shenzhen China-Canada-Japan Curtain Wall Technology Co Ltd
Shenzhen Xinyue Advanced Material Technology Co Ltd
Shenzhen Zhongjin Lingnan Jinhui Capital Management Co Ltd
Guangdong Zhongjin Lingnan Environment Protection Engineering Co Ltd
Guangdong Zhongjin Lingnan Nonferrous Metallurgy Design and Research Co Ltd
Guangdong Zhongjin Lingnan Equipment and Technology Co Ltd
Genzhou Zhongjin Hi-power Battery Material Co Ltd