

**Form 603**Corporations Act 2001  
Section 671B**Notice of initial substantial holder**To Company Name/Scheme BELLEVUE GOLD LTDACN/ARSN 110 439 686**1. Details of substantial holder (1)**Name BlackRock Group (BlackRock Inc. and subsidiaries named in Annexures  
ACN/ARSN (if applicable) to this form)The holder became a substantial holder on 01 / 04 / 2020**2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ord	68,993,650	68,993,650	10.17

**3. Details of relevant interests**

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Annexure A		

**4. Details of present registered holders**

The persons registered as holders of the securities referred to in paragraph 3 above are as follows:

Holder of relevant interest	Registered holder of securities	Person entitled to be registered as holder (8)	Class and number of securities
see Annexure A			

**5. Consideration**

The consideration paid for each relevant interest referred to in paragraph 3 above, and acquired in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
see Annexure B				

**6. Associates**

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association
see Annexure A	

**7. Addresses**

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

Name	Address
see Annexure C	

## Signature

print name Maria Tricarico

capacity Authorised Signatory\*

**sign here**

date 03 / 04 / 2020

\* At a meeting of the Board on 22 November 2013, the Directors resolved to approve the delegation of the preparation and lodgement of substantial shareholder notices on behalf of BlackRock Investment Management (Australia) Limited.

### 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 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 total number of votes attached to all the voting shares in the company or voting interests in the scheme (if any) that the person or an associate has a relevant interest in.
- (6) The person's votes divided by the total votes in the body corporate or scheme multiplied by 100.
- (7) 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 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.
- (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) 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.

This is Annexure A of 2 pages referred to in form 603 Notice of initial substantial shareholder

## Annexure A

03-Apr-20

Date

**Maria Tricarico,  
Authorised Signatory**

### 3. Details of Relevant Interests

### 4. Details of present registered holders

### 6. Associates

Holder of Relevant Interests Name and ACN / ARSN (if applicable)	Nature of Relevant Interest	Registered Holder of Securities	Person entitled to be registered as holder	Class and number of Securities	Person's votes	Nature of Association
BLACKROCK ADVISORS, LLC	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.	BNYM-THE BANK OF NEW YORK		ORD 51,588	51,588	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	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.	HSBC-HSBC SYDNEY		ORD 709,534	709,534	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	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.	NAB-NATIONAL AUSTRALIA BANK LIMITED - MELBOURNE		ORD 204,540	204,540	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	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.	Northern Trust Singapore		ORD 461,942	461,942	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	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.	SSB-STATE STREET SINGAPORE		ORD 24,765	24,765	subsidiary of BlackRock Inc.

<b>Holder of Relevant Interests Name and ACN / ARSN (if applicable)</b>	<b>Nature of Relevant Interest</b>	<b>Registered Holder of Securities</b>	<b>Person entitled to be registered as holder</b>	<b>Class and number of Securities</b>	<b>Person's votes</b>	<b>Nature of Association</b>
BlackRock Investment Management (UK) Limited	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.	BNYM-BONY EUROPE - LONDON		ORD 13,245,422	13,245,422	subsidiary of BlackRock Inc.
BlackRock Investment Management (UK) Limited	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.	BNYM-BONY LUXEMBOURG		ORD 45,390,200	45,390,200	subsidiary of BlackRock Inc.
BlackRock Investment Management (UK) Limited	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.	CITI-CITIBANK, LONDON		ORD 2,943,193	2,943,193	subsidiary of BlackRock Inc.
BlackRock Investment Management (UK) Limited	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.	HSBC-HSBC DUSSELDORF		ORD 1,473,280	1,473,280	subsidiary of BlackRock Inc.
BlackRock Japan Co., Ltd.	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.	BBH-BROWN BROTHERS HARRIMAN & CO - NEW YORK		ORD 3,562,984	3,562,984	subsidiary of BlackRock Inc.
BlackRock Investment Management (Australia) Limited	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.	JPM-JPM CHASE - SYDNEY		ORD 926,202	926,202	subsidiary of BlackRock Inc.

This is Annexure B of 1 page referred to in form 603 Notice of initial substantial shareholder

03-Apr-20  
Date

Maria Tricarico,  
Authorised Signatory

#### 5. Consideration

<b>BELLEVUE GOLD LTD (BGL)</b>									
Holder of Relevant Interest	Date of Acquisition / Trans on a prescribed fin'l mkt		Consideration			Class and number of securities affected	Person's votes affected		
			Cash	Non-cash	CCY				
BlackRock Investment Management (Australia) Limited	02-Dec-19	yes	0.48	on mkt buy	AUD	ORD	6,834	6,834	
BlackRock Investment Management (Australia) Limited	12-Dec-19	no	n/a	in specie	AUD	ORD	1,316	1,316	
BlackRock Investment Management (Australia) Limited	20-Dec-19	yes	0.52	on mkt buy	AUD	ORD	23,449	23,449	
BlackRock Investment Management (Australia) Limited	30-Dec-19	yes	0.54	on mkt buy	AUD	ORD	3,417	3,417	
BlackRock Investment Management (Australia) Limited	19-Feb-20	no	n/a	in specie	AUD	ORD	64,946	64,946	
BlackRock Investment Management (Australia) Limited	19-Mar-20	yes	0.29	on mkt buy	AUD	ORD	3,409	3,409	
BlackRock Investment Management (Australia) Limited	20-Mar-20	yes	0.33	on mkt buy	AUD	ORD	3,409	3,409	
BlackRock Investment Management (UK) Limited	01-Apr-20	no	0.30	Placement	AUD	ORD	13,245,422	13,245,422	
BlackRock Investment Management (UK) Limited	01-Apr-20	no	0.30	Placement	AUD	ORD	2,943,193	2,943,193	
BlackRock Investment Management (UK) Limited	01-Apr-20	no	0.30	Placement	AUD	ORD	1,473,280	1,473,280	
BlackRock Japan Co., Ltd.	01-Apr-20	no	0.30	Placement	AUD	ORD	1,508,074	1,508,074	
BlackRock Japan Co., Ltd.	01-Apr-20	no	0.30	Placement	AUD	ORD	2,054,910	2,054,910	
BlackRock Investment Management (UK) Limited	01-Apr-20	no	0.30	Placement	AUD	ORD	45,390,200	45,390,200	
BLACKROCK ADVISORS, LLC	01-Apr-20	no	0.30	Placement	AUD	ORD	51,588	51,588	

This is Annexure C of 1 pages referred to in form 603 Notice of initial substantial shareholder

**Maria Tricarico,**  
**Authorised Signatory**

03-Apr-20  
**Date**

**7. Addresses**

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

Name	Address
<b>BlackRock Group</b>	
BlackRock Inc.	55 East 52nd Street New York NY 10055 USA
BlackRock Advisors, LLC	1209 Orange Street, Wilmington, New Castle County, Delaware 19801, United States
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 Japan Co., Ltd.	Marunouchi Trust Tower Main, 1-8-3 Marunouchi, Chiyoda-ku, Tokyo 100-8217 (Japan)