

**Form 604**Corporations Act 2001  
Section 671B**Notice of change of interests of substantial holder**

To Company Name/Scheme **Fitzroy Resources Limited**  
 ACN/ARSN **145 590 110**

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

Name **Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust**  
 ACN/ARSN (if applicable)

There was a change in the interests of the substantial holder on **21 January 2015**

The previous notice was given to the company on **6 February 2014**

The previous notice was dated **7 February 2014**

**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) |
| ORD                     | 7,500,000       | 6.2%             | 15,000,000     | 9.3%             |

**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   |
|----------------|---|----------------------|---|---|---|
| 05/06/2014     | Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust | Rights Issue         | \$30,000                                      | 7,500,000                               | Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust |

**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 |
|---|---|---|---------------------------------|--------------------------------|----------------|
| Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust | Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust | Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust | HOLDER                          | 15,000,000                     | 15,000,000     |

**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 |
|---|-----------------------|
| Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust |                       |

**6. Addresses**

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

| Name  | Address  |
|---|--|
| Hoperidge Enterprises Pty Ltd as trustee for the Jones Family Trust | Level 8 Brookfield Place, 125 St Georges Terrace, Perth WA |

**Signature**

Print name **ROD JONES**

Capacity **DIRECTOR**

sign here

date **21/01/2015**