

Form 604

Corporations Act 2001
Section 671B

Notice of change of substantial holder

To Company Name/Scheme Sunbird Energy Limited (Sunbird)

ACN/ARSN 150 956 773

1. Details of substantial holder (1)

Name Rob Gerhard, Dorian Wrigley, Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC ("the Substantial Holders"), Kerwin Rana, Khanyila Consulting Limited and Phiwayinkosi Mbuyazi ("the Associates")

ACN/ARSN (if applicable) N/A

The holder became a substantial holder on 17 / 01 / 2012
There was a change of interest of the substantial holder on 25 / 11 / 2015
The previous notice was given to the company on 22 / 04 / 2015
The previous notice was dated 22 / 04 / 2015

2. Details of 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 on the date the substantial holder became a substantial holder are as follows:

Previous

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid	40,000,000	40,000,000	29.26% (as at 20 April 2015)

Present

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
Ordinary Fully Paid	41,818,584	41,818,584	30.18%

3. Details of previous and present relevant interests

The nature of the relevant interests of the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are detailed in the table below (see also the structure diagram in **Annexure A**).

Previous

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Substantial holders		
Rob Gerhard	Has held a relevant interest in the securities since 17 January 2012 by virtue of his power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Dorian Wrigley, Umbono Capital Partners (Pty) Ltd, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Corporations Act 2001 (Cth) ("Act") (See Annexure B). Rob Gerhard has also been a shareholder and director of each of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC since before 17 January 2012, and has had a relevant interest in the securities they have had a relevant interest in, by virtue of s608(3) of the Act.	40,000,000 fully paid ordinary shares
Dorian Wrigley	Has held a relevant interest in the securities since 17 January 2012 by virtue of his power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Umbono Capital Partners (Pty) Ltd, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act) (See Annexure B). Dorian Wrigley has also been a shareholder and director of each of Umbono Capital Partners (Pty)	40,000,000 fully paid ordinary shares

	<p>Ltd and Umbono Capital Partners LLC since before 17 January 2012, and has had a relevant interest in the securities they have had a relevant interest in, by virtue of s608(3) of the Act.</p> <p>Holder of securities by virtue of s608(1)(a) of the Act - acquired by on-market purchase at 20/03/2015</p>	100,000 fully paid ordinary shares.
Umbono Capital Partners (Pty) Ltd	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of its power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Dorian Wrigley, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act).</p> <p>Also acquired a relevant interest by virtue of s608(1)(a) and s608(8) in 22,101,750 of the 40,000,000 securities, under a share purchase agreement dated 1 December 2014 (see Annexure C)</p> <p>Also has an option to subscribe for 80% of the shares in SALT Mineral Investments Limited under an agreement dated 7 August 2012 (see Annexure D). SALT Mineral Investments Limited retains a relevant interest by virtue of s608(1)(a) in 17,898,250 of the 40,000,000 securities.</p>	40,000,000 fully paid ordinary shares
Umbono Capital Partners LLC	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of its power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Dorian Wrigley, Umbono Capital Partners (Pty) Ltd and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act).</p> <p>Also has an option to subscribe for 19% of the shares in SALT Mineral Investments Limited under an agreement dated 7 August 2012 (see Annexure D). SALT Mineral Investments Limited retains a relevant interest by virtue of s608(1)(a) in 17,898,250 of the 40,000,000 securities.</p>	40,000,000 fully paid ordinary shares
Lukas Nakos	Beneficial shareholder of SALT Mineral Investments Limited, holding a relevant interest by virtue of s608(3) of the Act	40,000,000 fully paid ordinary shares
SALT Mineral Investments Limited	Holder of securities by virtue of s608(1)(a) of the Act	40,000,000 fully paid ordinary shares
Associates		
Kerwin Rana and Khanyila Consulting Limited	<p>Kerwin Rana has been a shareholder and director of Umbono Capital Partners (Pty) Ltd since before 17 January 2012.</p> <p>Kerwin Rana is a director of Khanyila Consulting Limited, which is the holder of securities by virtue of s608(1)(a) of the Act which is held for him on Trust – being performance shares issued by Sunbird</p>	600,000 fully paid ordinary shares
Phiwayinkosi Mbuyazi	Phiwayinkosi has been a shareholder and director of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC since before 17 January 2012.	Phiwayinkosi Mbuyazi does not hold a relevant interest

Present

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
Substantial holders		
Rob Gerhard	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of his power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Dorian Wrigley, Umbono Capital Partners (Pty) Ltd, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Corporations Act 2001 (Cth) ("Act") (See Annexure B).</p> <p>Rob Gerhard has also been a shareholder and director of each of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC since before 17 January 2012, and has had a relevant interest in the securities they have had a relevant interest</p>	41,818,584 fully paid ordinary shares

	in, by virtue of s608(3) of the Act.	
Dorian Wrigley	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of his power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Umbono Capital Partners (Pty) Ltd, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act) (See Annexure B).</p> <p>Dorian Wrigley has also been a shareholder and director of each of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC since before 17 January 2012, and has had a relevant interest in the securities they have had a relevant interest in, by virtue of s608(3) of the Act.</p> <p>Holder of securities by virtue of s608(1)(a) of the Act - acquired by on-market purchase at 20/03/2015</p>	<p>41,818,584 fully paid ordinary shares</p> <p>100,000 fully paid ordinary shares.</p>
Umbono Capital Partners (Pty) Ltd	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of its power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Dorian Wrigley, Umbono Capital Partners LLC and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act).</p> <p>Also acquired a relevant interest by virtue of s608(1)(a) and s608(8) in 22,101,750 of the 40,000,000 securities, under a share purchase agreement dated 1 December 2014 (see Annexure C)</p> <p>Also has an option to subscribe for 80% of the shares in SALT Mineral Investments Limited under an agreement dated 7 August 2012 (see Annexure D). SALT Mineral Investments Limited retains a relevant interest by virtue of s608(1)(a) in 17,898,250 of the 40,000,000 securities.</p>	41,818,584 fully paid ordinary shares
Umbono Capital Partners LLC	<p>Has held a relevant interest in the securities since 17 January 2012 by virtue of its power to control the exercise of a right to vote and dispose of the securities, by a relevant agreement with Rob Gerhard, Dorian Wrigley, Umbono Capital Partners (Pty) Ltd and SALT Mineral Investments Limited (s608(1)(b), s608(1)(c) and s608(2) of the Act).</p> <p>Also has an option to subscribe for 19% of the shares in SALT Mineral Investments Limited under an agreement dated 7 August 2012 (see Annexure D). SALT Mineral Investments Limited retains a relevant interest by virtue of s608(1)(a) in 17,898,250 of the 40,000,000 securities.</p>	41,818,584 fully paid ordinary shares
Lukas Nakos	Beneficial shareholder of SALT Mineral Investments Limited, holding a relevant interest by virtue of s608(3) of the Act	41,818,584 fully paid ordinary shares
SALT Mineral Investments Limited	Holder of securities by virtue of s608(1)(a) of the Act	41,818,584 fully paid ordinary shares
Associates		
Kerwin Rana and Khanyila Consulting Limited	<p>Kerwin Rana has been a shareholder and director of Umbono Capital Partners (Pty) Ltd since before 17 January 2012.</p> <p>Kerwin Rana is a director of Khanyila Consulting Limited, which is the holder of securities by virtue of s608(1)(a) of the Act which is held for him on Trust – being performance shares issued by Sunbird</p>	600,000 fully paid ordinary shares
Phiwayinkosi Mbuyazi	Phiwayinkosi has been a shareholder and director of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC since before 17 January 2012.	Phiwayinkosi Mbuyazi does not hold a relevant interest

4. Details of changes in relevant

Date of change	Person who's relevant interest changed	Nature of change	Consideration given in relation to change	Class and number of securities affected	Person's votes affected
25 / 11 / 2015	Umbono Capital Partners LLC	Purchase of fully paid up ordinary shares	AUD 100,000	1,818,584 fully paid up ordinary shares	0.92%

5. 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
The Substantial Holders	SALT Mineral Investments Limited	SALT Mineral Investments Limited	40,909,292 fully paid ordinary shares
The Substantial Holders	SALT Mineral Investments Limited	Umbono Capital Partners (Pty) Ltd	22,101,750 fully paid ordinary shares
Dorian Wrigley	Dorian Wrigley	Dorian Wrigley	100,000 fully paid ordinary shares
Kerwin Rana and Khanyila Consulting Limited	Khanyila Consulting Limited	Khanyila Consulting Limited	1,509,292 fully paid ordinary shares

5. Changes in association

There are no changes in association as a result of this notice and they remain as detailed below:

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
Kerwin Rana	Kerwin Rana is an associates of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC by virtue of s12(2)(c) of the Act.
Khanyila Consulting Limited	Khanyila Consulting Limited is an associate of Kerwin Rana by virtue of s12(2)(a) of the Act
Phiwayinkosi Mbuyazi	Phiwayinkosi Mbuyazi is an associate of Umbono Capital Partners (Pty) Ltd and Umbono Capital Partners LLC by virtue of s12(2)(c) of the Act.

7. Addresses

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

Name	Address
Lukas Naxos	25 Athol Street Douglas, Isle of Man IM1 1LB, British Isles
SALT Mineral Investments Limited	Henpools House, Littleworth Gloucestershire, GL5 5AL United Kingdom
Umbono Capital Partners (Pty) Ltd	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa
Umbono Capital Partners LLP	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa
Dorian Wrigley	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa
Rob Gerhard	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa
Kerwin Rana and Khanyila Consulting Limited	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa
Phiwayinkosi Mbuyazi	Old Trafford Building No. 4 Isle of Houghton Office Park 13 Boundary Road Houghton, South Africa

Signature

print name **Dorian Wrigley**

Capacity: Managing Director of
Umbono Capital Partners (Pty) Ltd

sign here



date 30 / 11 / 2015

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.