

# Form 604

## Corporations Law Section 671B

### Notice of change in interests of substantial holder

To Company Name/Scheme      Stonewall Resources Limited  
ACN/ARSN                              131 758 177

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

Name                                      MM Asset Management Inc.

ACN/ARSN (if applicable)          N/A

There was a change in the interests of the  
substantial holder on                              16 June 2014

The previous notice was given to the company on      08 April 2014

The previous notice was dated                              08 April 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) has 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) |
| Fully paid ordinary shares | 59,054,762      | 11.598%          | 60,284,762     | 11.8392%         |

#### 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 |
|----------------|----------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------|-----------------------------------------------|-----------------------------------------|-------------------------|
| 16 June 2014   | MM Asset Management Inc.               | Purchase of shares on market                                                                                                           | 0.19                                          | 1,230,000 fully paid ordinary shares    | 1,230,000               |
| 16 June 2014   | MM Asset Management Inc.               | Purchase of Convertible Note with face value of AUD 3,000,000 which may convert upon election to 18,750,000 fully paid ordinary shares | 3,000,000                                     | 1 Convertible Note                      | -                       |

**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                                             |
|-----------------------------|---------------------------------|------------------------------------------------|--------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------|------------------------------------------------------------|
| MM Asset Management Inc.    | MMCAP International Inc. SPC    | MMCAP International Inc. SPC                   | Relevant interest under section 608(1) by having power to dispose of, or controlling the exercise of a power to dispose of, the securities | 60,284,762 fully paid ordinary shares                                                                    | 11.8392%                                                   |
| MM Asset Management Inc.    | MMCAP International Inc. SPC    | MMCAP International Inc. SPC                   | Relevant interest under section 608(1) by having power to dispose of, or controlling the exercise of a power to dispose of, the securities | 1 Convertible Note with face value of AUD 3,000,000 convertible to 18,750,000 fully paid ordinary shares | 3.1310%<br>(Upon conversion, on a partially-diluted basis) |

**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                    |                       |

**6. Addresses**

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

| Name                     | Address                                                                 |
|--------------------------|-------------------------------------------------------------------------|
| MM Asset Management Inc. | 120 Adelaide Street West<br>Suite 2601<br>Toronto, ON M5H 1T1<br>CANADA |

**Signature**

print name MATTHEW MACISAAC capacity DIRECTOR

sign here  date 06 / 16 / 2014

**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 Law.
- (3) See the definition of "relevant interest" in section 608 and 671B(7) of the Corporations Law.
- (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 Law.

- (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.
-