

Form 604**Corporations Act 2001
Section 671B****Notice of change in interests of substantial holder****To:** Company Name/Scheme **Southern Cross Exploration N L**

ACN/ARSN ACN 000 716 012

1. Details of substantial shareholder (1)Name **Stephen Baghdadi**

ACN/ARSN (if applicable)

There was a change in the interests
of the substantial holder on 18 June 2014

The previous notice was given to the company on 8 April 2014

The previous notice was dated 8 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) 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	Previous notice		Present notice	
	Person's votes	Voting Power (5) of 498,821,600 shares	Person's votes	Voting Power (5) of 498,821,600 shares
Ordinary Shares	83,452,846	16.73%	88,731,381	17.79%

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
24 April 2014	Stephen Baghdadi	On market trades	\$ 1,350.00	Ordinary Shares 450,001	450,001
29 April 2014	" "	" " "	1,800.00	600,000	600,000
1 May 2014	" "	" " "	2,600.00	866,664	866,664
30 May 2014	" "	" " "	1,085.61	361,870	361,870
18 June 2014	" "	" " "	12,000.00	3,000,000	3,000,000

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
Stephen Baghdadi	Stephen Baghdadi	Stephen Baghdadi	Beneficial Owner	Ordinary Shares 88,731,381	88,731,381

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 A.C.N./A.R.S.N. (if applicable)	Nature of Association
Not applicable	Not applicable

6. Addresses

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

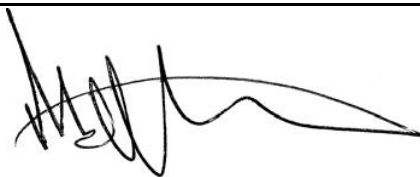
Name	Address
Stephen Baghdadi	Level 29, 2 Chifley Square, Sydney NSW 2000

SIGNATURE

Print Name: S Baghdadi

Capacity: Beneficial Owner

Sign here:



Date: 24 June 2014

DIRECTIONS

1. If there are a number of substantial holders with similar or related relevant interests (e.g. 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 interest 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 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 of, 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 received 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 identify of the person (e.g. 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 lasts substantial holding notice.