

Noble Investments Superannuation Fund Pty Ltd

ABN 98 168 638 587

Level 1, 31 Franklin Street**ADELAIDE, SA 5000**

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Form 604 SCX fax header

FACSIMILE TRANSMISSION

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Date: 14 October 2014**To:** Company Announcements – ASX**Fax: 1300 135 638**

Company Secretary, Southern Cross Exploration NL

Fax: 029 233 6475**Subject:** **FORM 604****From:** Noble Investments Superannuation Fund Pty Ltd**Number of Pages:** (including this page) 6

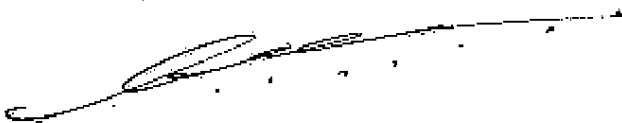
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Dear Sirs

Please find attached Form 604 – Notice of Change in interests of substantial holder.

Yours sincerely



T O Lebbon
DIRECTOR

14 SCX Form 604 141013.doc

Form 604
Corporations Act 2001
Section 671B

Notice of change in interests of substantial holder

To: **SOUTHERN CROSS EXPLORATION NL**
A.C.N 000 716 012

1. Details of substantial shareholder (1)

Noble Investments Superannuation Fund Pty Ltd <Noble Investments Superannuation Fund a/c>
 ABN 98 168 638 587; and
 Timothy Owen Lebbon ABN 12 930 874 705

There was a change in the interests of the substantial shareholder.

The previous notice was given to the company on: 24/02/14.
 The previous notice was dated 24/02/14

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) 498,821,600 f/paid shares	Person's votes	Voting Power (5) 1,076,843,200 f/paid shares
Ordinary fully paid	53,274,794	10.6801%	125,965,949	11.6977%

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:

14 SCX Form 604 141013.doc

Form 604
Corporations Act 2001
Section 671B

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
B9 - Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>					
	Fully Paid Shares	Last notice		28,319,508	28,319,508
7/03/14		Purchase	\$0.004	1,868,361	1,868,361
10/03/14		Purchase	\$0.004	1,131,639	1,131,639
13/06/14		Purchase	\$0.004	818,130	818,130
20/06/14		Purchase	\$0.004	11,000	11,000
30/06/14		Purchase	\$0.004	95,000	95,000
28/7/14	To B8	Sale	\$0.006	-2,405,200	-2,405,200
3/10/14		Purchase	\$0.002	138,101	138,101
6/10/14		Purchase	\$0.002	380,000	380,000
9/10/14		Purchase	\$0.001	35,969,264	35,969,264
9/10/14		Purchase	\$0.002	5,850,000	5,850,000
13/10/14		Purchase	\$0.002	5,200,000	5,200,000
	Fully paid shares	Holding		77,375,803	77,375,803
B16 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>					
	Fully paid shares	Last notice		6,112,994	6,112,994
9/10/14		Purchase	\$0.001	6,112,994	6,112,994
		Holding		12,225,988	12,225,988
B2 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>					
	Fully paid shares	Last notice		2,280,508	2,280,508
		Holding		2,280,508	2,280,508
B8 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>					
	Fully paid Shares	Last notice		15,279,778	15,279,778
28/7/14	Ex B9	Purchase	\$0.006	2,405,200	2,405,200
9/10/14		Purchase	\$0.001	15,000,000	15,000,000
		This notice		32,684,978	32,684,978
B7 - Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTNC A/c>					
	Fully paid Shares	Last notice		1,165,340	1,165,340
		This notice		1,165,340	1,165,340
Timothy Owen Lebbon					
	Fully Paid shares	Last notice		116,666	116,666
		Purchase	\$0.001	116,166	116,666
	Fully paid shares	This notice		232,832	233,332

4. Present registered holders

14 SCX Form 604 141013.doc

Form 604
Corporations Act 2001
Section 671B

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)	Class and number of securities	Person's votes
Noble Investments Superannuation Fund Pty Ltd as Trustee for the Noble Investments Superannuation Fund	Noble Investments Superannuation Fund Pty Ltd <Noble Investments S/F A/c>	Noble Investments Pty Ltd <Noble Investments S/F A/c>	77,375,803	77,375,803
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTC A/c>	12,225,988	12,225,988
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F CFL2 Mkt A/c>	2,280,508	2,280,508
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL All A/c>	32,684,978	32,684,978
Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTNC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTNC A/c>	Noble Investments Superannuation Fund Pty Ltd <Noble Inv S/F TOL LTNC A/c>	1,165,340	1,165,340
Timothy Owen Lebbon	Timothy Owen Lebbon	T O Lebbon	233,332	233,332
			125,965,949	125,965,949

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

7. **Addresses**

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

Name	Address
Noble Investments Superannuation Fund Pty Ltd as Trustee for the Noble Investments Superannuation Fund (including all pension accounts)	Level 1, 31 Franklin Street Adelaide SA 5000
Leadenhall Australia Pty Limited	Level 1, 31 Franklin Street Adelaide SA 5000

14 SCX Form 604 141013.doc

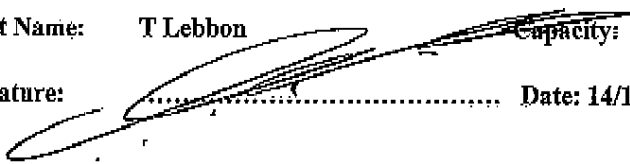
Form 604
Corporations Act 2001
Section 671B

Mr T O Lebbon	3 Russell Avenue Hazelwood Park SA 5066
Mrs C F Lebbon	3 Russell Avenue Hazelwood Park SA 5066

Signature

Print Name: T Lebbon

Capacity: Director, Noble Investments Pty Ltd

Signature: 

Date: 14/10/14

14 SCX Form 604 141013.doc

Form 604
Corporations Act 2001
Section 671B

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 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 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 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