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Form 603

Corporations Act 2001
Section 671B

Notice of initial substantial holder

In: Company Name (5/10-000) **REY - Rey Resources Limited**ACN/ARSN **84 108 003 890**

1. Details of substantial holder (1)

Name:

MRS YINXIN HE

ACN/ARSN (if applicable)

The holder became a substantial holder on

29 / 04 / 2016

2. Details of voting power

The total number of votes attributed to all the voting shares in the company or voting interests in the scheme that the substantial holder or an associate (2) holds relevant interest (3) in on the date the substantial holder became a substantial holder are as follows:

Class of securities (4)	Number of securities	Person's votes (5)	Voting power (6)
ORDINARY	66,686,424	6.72%	6.72%

3. Details of relevant interests

The nature of the relevant interest the substantial holder or an associate had in the following voting securities on the date the substantial holder became a substantial holder are as follows:

Holder of relevant interest	Nature of relevant interest (7)	Class and number of securities
MRS YINXIN HE	DIRECT	ORDINARY 66,686,424

4. 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
MRS YINXIN HE	MRS YINXIN HE	MRS YINXIN HE	ORDINARY 66,686,424

5. Consideration

The consideration paid for each relevant interest referred to in paragraph 3 above and received in the four months prior to the day that the substantial holder became a substantial holder is as follows:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-cash	
MRS YINXIN HE	07/04/2016	A\$704,580		ORDINARY 36,872,000
	29/04/2016	A\$278,976.36		ORDINARY 16,590,424

6. Associates

The names of the persons named in paragraph 2 above are Associates of the substantial holder are as follows:

Name and ACH/RSK (if applicable)	Name of Associate

7. Addresses

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

Name	Address
MRS YINXIN HE	Unit 509, 2-10 Orara St, Wailara, NSW, Australia 2077

Signature

print name **MRS YINXIN HE** capacity _____
 sign here  date **29 / 04 / 2016**

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 shareholders of an equally held), 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 included 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 an annexure to 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 603 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 an interest in.
- (6) The person's votes derived 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 in the form of the terms of any relevant agreement, and a statement by the person giving full and accurate details of any contract, scheme, or arrangement in relation to this form, together with a written statement certifying the contract, scheme or arrangement; and
 - (b) any qualification of the power of a person to exercise control or influence the exercise of the voting power or disposal of the shares in the company in which the relevant interest relates (indicating clearly the particular qualities 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) with "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, be 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 or event, or is payable for any benefit paid on behalf of the substantial holder or its associate in relation to the acquisition, even if they are not paid. Details to be included include:
 - the relevant interest was acquired;