

Form 604

Corporations Act 2001 Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme GB Energy Limited
ACN/ARSN 118 758 946

1. Details of substantial holder(1)

Name N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>, Croesus Mining Pty Ltd <Steinepreis Super Fund A/c and Second Super Fund A/c>

ACN/ARSN (if applicable) 008 964 949, 009 328 143

There was a change in the interests of the substantial holder on 08/04/2016

The previous notice was given to the company on 22/09/2014

The previous notice was dated 22/09/2014

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 (4)	Previous notice		Present notice	
	Person's votes	Voting power (5)	Person's votes	Voting power (5)
Ordinary	90,452,148	13.80%	86,315,185	9.53%

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 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
	See attached				

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
N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Direct	Ordinary 5,375,000	5,375,000
Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Direct	Ordinary 61,739,640	61,739,640
Croesus Mining Pty Ltd <Second Super Fund A/c>	Croesus Mining Pty Ltd <Second Super Fund A/c>	Croesus Mining Pty Ltd <Second Super Fund A/c>	Direct	Ordinary 19,200,545	19,200,545

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
	N/A

6. Addresses

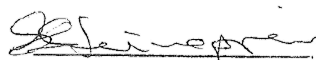
The addresses of persons named in this form are as follows:

Name	Address
All Parties	Level 1, 33 Ord Street, West Perth WA 6005

Signature

print name Linda Louise Steinepreis capacity Director

sign here



date 11 / 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 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 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 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 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 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 identify 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.

3. Changes in relevant interests

Date of change	Person whose relevant interest changed	Nature of change(6)	Consideration given in relation to change (7)	Class and No. of securities affected	Persons Votes affected
29/05/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$22,964	Ordinary 3,803,455	3,803,455
29/05/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$101	Ordinary 15,925	15,925
01/06/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$7,132	Ordinary 1,180,620	1,180,620
23/06/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Rights entitlement	\$14,116	Ordinary 4,704,845	4,704,845
23/06/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	Rights entitlement	\$9,225	Ordinary 3,075,000	3,075,000
23/06/2015	Croesus Mining Pty Ltd <Steinepreis Super Fund A/c>	Rights entitlement	\$37,044	Ordinary 12,347,928	12,347,928
23/06/2015	Croesus Mining Pty Ltd <Second Super Fund A/c>	Rights entitlement	\$10,320	Ordinary 3,440,109	3,440,109
29/06/2015	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market purchase	\$885	Ordinary 295,155	295,155
29/06/2015	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$9,771	Ordinary 1,931,245	1,931,245
02/07/2015	Croesus Mining Pty Ltd <Second Super Fund A/c>	On market purchase	\$349	Ordinary 68,755	68,755
05/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(49,691)	Ordinary (10,000,000)	(10,000,000)
06/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(24,842)	Ordinary (5,000,000)	(5,000,000)
06/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(9,313)	Ordinary (1,885,945)	(1,885,945)
07/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(743)	Ordinary (150,000)	(150,000)
08/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(31,705)	Ordinary (7,964,055)	(7,964,055)
08/04/2016	N&J Mitchell Holdings Pty Ltd <Ord Street Properties A/c>	On market sale	\$(39,751)	Ordinary (10,000,000)	(10,000,000)