Form 603

Corporations Act 2001 Section 671B

Notice of initial substantial holder

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To Company Name/Scheme	OAKAGEE CORPO	RATION LIMITED	S
ACN/ARSN	123 084 453		
Details of substantial holder (1) Name ACN/ARSN (if applicable)	CARRY WILLIAM -	THOMAS	
The holder became a substantial holder	•		
2. Details of voting power	10/1/1		
The total number of votes attached to a relevant interest (3) in on the date the s	I the voting shares in the company or voting interest ubstantial holder became a substantial holder are a	sts in the scheme that the substantial h as follows:	older or an associate (2) had a
Class of securities (4	Tamber of Securities	Person's votes (5)	Voting power (6)
ORDINAR	7 5250000	5250000	10.29

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
See Att.		
	1	

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
See AH .			

5. Consideration

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

Date of acquisition	Consideratio	on (9)	Class and number of securities
	Cash	Non-cash	
	Date of acquisition	Oursideration	oursideration (3)

6. Associates

The reasons the persons named in paragraph 3 above are associates of the substantial holder are as follows:

Name and ACN/ARSN (if applicable)	Nature of association	
ice Atlacked		
Alore ser		

7. Addresses

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

Address	
 	
	Address

Signature

print name

capacity

sign here

date 2918 :13

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 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 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 a relevant interest in.
- (6) The person's votes divided 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 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.

- (6) 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) 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 the relevant interest was acquired.

Form 603

Notice of Initial Substantial Holder – Attachment

Name: Garry William Thomas

3. Details of Relevant Interests

Holder of relevant interest	Nature of relevant interest	Class and number of securities
Nancy-Lee Thomas	Power to control voting and/or disposal of shares	Ord. 4,500,000
GW & NL Thomas	Power to control voting and/or disposal of shares	Ord. 250,000
SM Thomas	Power to control voting and/or disposal of shares	Ord. 500,000

4. Details of present registered holders

Holder of relevant interest	Registered holder of securities	Persons entitled to be registered as holder	Class and number of securities
Nancy-Lee Thomas	Nancy-Lee Thomas <thomas a="" c="" family=""></thomas>	Nancy-Lee Thomas	Ord. 4,500,000
GW & NL Thomas	GW & NL Thomas <thomas family="" super<br="">A/c></thomas>	GW & NL Thomas	Ord. 250,000
SM Thomas	S Thomas	S Thomas	Ord 500,000

5. Consideration

Holder of relevant interest	Date of Acquisition	Consideration		Class and number of securities
		Cash	Non-Cash	
Nancy-Lee Thomas	13.7.2012	\$0.20		Ord. 4,500,000
GW & NL Thomas	13.7.2012	\$0.20		Ord. 250,000
SM Thomas	13.7.2012	\$0.20		Ord 500,000

6. Associates

Name and ACN (if appl)	Nature of association	
Nancy-Lee Thomas	Wife	
SM Thomas	Daughter-in-law	

7. Addresses

Name and ACN (if appl)	Address	
Nancy-Lee Thomas	PO Box 247 Muchea, WA	
GW & NL Thomas	PO Box 43, Gingin WA	
SM Thomas	PO Box 247 Muchea, WA	