

HARDY ♦ BOWEN

LAWYERS

Our Ref: MPB:JTS:150083
Email: jsambrook@hardybowen.com

29 April 2015

Market Announcements Office
ASX Limited
Level 4
North Tower, Rialto
525 Collins Street
MELBOURNE VIC 3000

1300 135 638

Dear Sir / Madam

Mungana Goldmines Limited (ASX Code: MUX)

We act for Auctus Chillagoe Pty Ltd (**Auctus**).

We hereby **enclose** in accordance with section 671B(1) of the Corporations Act 2001 (Cth), a Notice of Initial Substantial Holder in respect to Auctus' takeover bid for 100% of the issued shares of Mungana Goldmines Limited.

Yours faithfully



Hardy Bowen
Enclosure

Level 1, 28 Ord Street, West Perth WA 6005
PO Box 1364, West Perth WA 6872
Tel: +61 8 9211 3600 Fax: +61 8 9211 3690

Liability limited by a scheme approved under Professional Standards legislation

Form 603
Corporations Act 2001
Section 671B

Notice of initial substantial holder

To Company Name/Scheme Mungana Goldmines Limited (Mungana)

ACN/ARSN 136 606 338

1. Details of substantial holder (1)

Name Auctus Chillagoe Pty Ltd (Auctus) and the entities listed in Annexure A (Auctus Group Members)

ACN/ARSN 605 055 285

The holder became a substantial holder on N/A. This notice is given under section 671B(1)(c) of the Corporations Act 2001 (Cth) as a result of the off-market takeover bid by Auctus for the fully paid ordinary shares in Mungana, as set out in its Bidder's Statement dated 29 April 2015.

2. Details of 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 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 shares	0	0	0%

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
Auctus and Auctus Group Members		

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
N/A			

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:

Holder of relevant interest	Date of acquisition	Consideration (9)		Class and number of securities
		Cash	Non-Cash	
N/A				

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
Auctus Chillagoe Holdings Pty Ltd (ACN 605 053 610)	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)
Auctus Minerals Nominee Pty Ltd (ACN 602 315 042) (as trustee of the Auctus Minerals Australian Unit Trust)	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)
Auctus Minerals Pty Limited (ACN 602 411 852)	Associate of Auctus by virtue of section 12(2)(a)(iii) of the Corporations Act 2001 (Cth)
Auctus Minerals Trust Holdings LLC	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)
Auctus Minerals LLC	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)
Denham GP VI LLC acting in its capacity as general partner of Denham Commodity Partners GP VI LP, in turn, acting in its capacity as general partner of Denham Commodity Partners Fund VI LP	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)
Denham Capital Holding Corp	Associate of Auctus by virtue of section 12(2)(a)(ii) of the Corporations Act 2001 (Cth)

7. Addresses

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

Name	Address
Auctus	Suite 15 58 Kishorn Road Mount Pleasant WA 6153
Each Auctus Group Member	As set out in Annexure A

Signature

print name

Paul Sims

Company Secretary

sign here



29 April 2015

DIRECTIONS

- (1) If there are number of substantial holders with similar or related 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 in 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 617B(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.
- (8) 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 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.

Annexure A

Auctus Group Entitles

This is Annexure A of 1 page referred to in the ASIC Form 603 - Notice of initial substantial holder, signed by me and dated 29 April 2015.



Paul Sims, Company Secretary

Auctus Chillagoe Pty Ltd

Company	ACN	Address
Auctus Chillagoe Holdings Pty Ltd	605 053 610	Suite 15, 58 Kishorn Road, Mount Pleasant WA 6153, Australia
Auctus Minerals Nominee Pty Ltd (as trustee for the Auctus Minerals Australian Unit Trust)	602 315 042	Level 4, 682 Murray Street, West Perth WA 6005, Australia
Auctus Minerals Trust Holdings LLC	N/A	615 South Dupont Highway, County of Kent, Dover, Delaware 19901 United States of America
Auctus Minerals LLC	N/A	615 South Dupont Highway, County of Kent, Dover, Delaware 19901 United States of America
Denham GP VI LLC acting in its capacity as general partner of Denham Commodity Partners GP VI LP, in turn, acting in its capacity as general partner of Denham Commodity Partners Fund VI LP	N/A	615 South Dupont Highway, County of Kent, Dover, Delaware 19901 United States of America
Denham Capital Holding Corp	N/A	615 South Dupont Highway, County of Kent, Dover, Delaware 19901 United States
Stuart D. Porter	N/A	C/o 185 Dartmouth Street, Boston, MA 02116, United States of America