

Form 604
Corporations Act 2001
Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Pacific Mining Ltd

ACN/ARSN ACN 000 140 938

1. Details of substantial holder (1)

Name P B White Minerals Pty Ltd and the persons listed in Annexure A

ACN/ARSN (if applicable) ACN 000 855 345

There was a change in the interests of the substantial holder on

07 / 11 / 2017

The previous notice was given to the company on

24 / 03 / 2017

The previous notice was dated

24 / 03 / 2017

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 shares	12,443,897	88.87%	12,659,143	90.41%

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:

Date of change	Person whose relevant interest	Nature of change (6)	Consideration given in relation to change (7)	Class and number of securities affected	Person's votes affected
07/11/2017	P B White Minerals Pty Ltd (P B White)	Holds 9,462,389 ordinary shares directly and acts in concert with: (a) Whitefam Investments Pty Ltd (Whitefam) which is a direct holder of 2,392,294 ordinary shares; and (b) Australian Industrial Sands Pty Ltd (AIS) which is a direct holder of 589,214 ordinary shares	\$138,727.60	215,246 ordinary shares acquired off market	215,246
07/11/2017	Whitefam	Holds 2,392,294 ordinary shares directly and acts in concert with P B White and AIS	N/A	Indirect holding of 215,246 ordinary shares	215,246
07/11/2017	AIS	Holds 589,214 ordinary shares directly and acts in concert with P B White and Whitefam	N/A	Indirect holding of 215,246 ordinary shares	215,246
07/11/2017	Peter Bingley White	Holds a direct interest of greater than 20% in, and controls, AIS which is a direct holder of 589,214 ordinary shares	N/A	Indirect holding of 215,246 ordinary shares	215,246
07/11/2017	Anne Margaret Dawes White	Holds a direct interest of greater than 20% in, and controls, AIS which is a direct holder of 589,214 ordinary shares	N/A	Indirect holding of 215,246 ordinary shares	215,246

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	Nature of relevant interest (6)	Class and number of securities	Person's votes
P B White	(a) P B White (b) Whitefam (c) AIS	(a) P B White (b) Whitefam (c) AIS	Registered holder and indirect holding	12,659,143 ordinary shares	90.41%
Whitefam	(a) P B White (b) Whitefam (c) AIS	(a) P B White (b) Whitefam (c) AIS	Registered holder and indirect holding	12,659,143 ordinary shares	90.41%
AIS	(a) P B White (b) Whitefam (c) AIS	(a) P B White (b) Whitefam (c) AIS	Registered holder and indirect holding	12,659,143 ordinary shares	90.41%
Peter Bingley White	(a) P B White (b) Whitefam (c) AIS	(a) P B White (b) Whitefam (c) AIS	Holds a direct interest of greater than 20% in, and controls, AIS	12,659,143 ordinary shares	90.41%
Anne Margaret Dawes White	(a) P B White (b) Whitefam (c) AIS	(a) P B White (b) Whitefam (c) AIS	Holds a direct interest of greater than 20% in, and controls, AIS	12,659,143 ordinary shares	90.41%

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	N/A

6. Addresses

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

Name	Address
P B White Minerals Pty Ltd	30B Billyard Avenue, Elizabeth Bay NSW 2011
Whitefam Investments Pty Ltd	30B Billyard Avenue, Elizabeth Bay NSW 2011
Australian Industrial Sands Pty Ltd	30B Billyard Avenue, Elizabeth Bay NSW 2011
Peter Bingley White	30B Billyard Avenue, Elizabeth Bay NSW 2011
Anne Margaret Dawes White	30B Billyard Avenue, Elizabeth Bay NSW 2011

Signature

print name PETER BINGLEY WHITE

Capacity Director

sign here

date 09/11/2017

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 on 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 identity 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.



Annexure A

The following persons have a relevant interest:

Name	ACN	Address
P B White Minerals Pty Ltd	ACN 000 855 345	30B Billyard Avenue, Elizabeth Bay NSW 2011
Whitefam Investments Pty Ltd	ACN 001 242 575	30B Billyard Avenue, Elizabeth Bay NSW 2011
Australian Industrial Sands Pty Ltd	ACN 001 083 549	30B Billyard Avenue, Elizabeth Bay NSW 2011
Peter Bingley White	-	30B Billyard Avenue, Elizabeth Bay NSW 2011
Anne Margaret Dawes White	-	30B Billyard Avenue, Elizabeth Bay NSW 2011

This is Annexure A of 1 page referred to in Form 604 Notice of change of interests of substantial holder.