

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme **Windward Resources Limited**

ACN/ARSN **158 432 270**

1. Details of substantial holder(1)

Name **Mark G. Creasy (and associated entities as detailed in section 3&4)**

ACN/ARSN (if applicable)

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

17/ 10 /2013

The previous notice was given to the company on

28/ 11 /2012

The previous notice was dated

28/ 11 /2012

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) |
| FPO | 7,750,000 | 30.4% | 26,522,031 | 40.95% |

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 changed | Nature of change (6) | Consideration given in relation to change (7) | Class and number of securities affected | Person's votes affected |
|----------------|--|---------------------------------------|--|---|-------------------------|
| 17/10/13 | Lake Rivers Gold Pty Ltd | Due to sale of Assets to the Company. | Consideration in exchange for 70% interest in various tenements. | 15,708,595 | 15,708,595 |
| 17/10/13 | Ponton Minerals Pty Ltd | Due to sale of Assets to the Company. | Consideration in exchange for 70% interest in various tenements. | 897,563 | 897,563 |
| 17/10/13 | Mark G Creasy | Due to sale of Assets to the Company. | Consideration in exchange for 70% interest in various tenements. | 615,585 | 615,585 |
| 17/10/13 | NBX Pty Ltd | Due to sale of Assets to the Company. | Consideration in exchange for 70% interest in various tenements. | 1,483,488 | 1,483,488 |
| 17/10/13 | Great Southern Gold Pty Ltd | Due to sale of Assets to the Company. | Consideration in exchange for 70% interest in various tenements. | 66,800 | 66,800 |

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 |
|-----------------------------|---------------------------------|--|---------------------------------|--------------------------------|----------------|
| Lake Rivers Gold Pty Ltd | Lake Rivers Gold Pty Ltd | Lake Rivers Gold Pty Ltd | Registered holder of shares | 15,708,595 | 15,708,595 |
| Ponton Minerals Pty Ltd | Ponton Minerals Pty Ltd | Ponton Minerals Pty Ltd | Registered holder of shares | 897,563 | 897,563 |
| Mark G Creasy | Mark G Creasy | Mark G Creasy | Registered holder of shares | 615,585 | 615,585 |
| NBX Pty Ltd | NBX Pty Ltd | NBX Pty Ltd | Registered holder of shares | 1,483,488 | 1,483,488 |
| Great Southern Gold Pty Ltd | Great Southern Gold Pty Ltd | NBX Pty Ltd | Registered holder of shares | 66,800 | 66,800 |
| Yandal Investments Pty Ltd | Yandal Investments Pty Ltd | Yandal Investments Pty Ltd | Registered holder of shares | 7,750,000 | 7,750,000 |

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 |
|-----------------------------------|--|
| Lake Rivers Gold Pty Ltd | Each company is an associate of Mark G Creasy as they are controlled by Mark G Creasy. |
| Ponton Minerals Pty Ltd | |
| NBX Pty Ltd | |
| Great Southern Gold Pty Ltd | |
| Yandal Investments Pty Ltd | |

6. Addresses

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

| Name | Address |
|-----------------------------|--|
| Lake Rivers Gold Pty Ltd | 8, Kings Park Road, West Perth, WA, 6025 |
| Ponton Minerals Pty Ltd | 8, Kings Park Road, West Perth, WA, 6025 |
| Mark G Creasy | 8, Kings Park Road, West Perth, WA, 6025 |
| NBX Pty Ltd | 8, Kings Park Road, West Perth, WA, 6025 |
| Great Southern Gold Pty Ltd | 8, Kings Park Road, West Perth, WA, 6025 |
| Yandal Investments Pty Ltd | 8, Kings Park Road, West Perth, WA, 6025 |


Signature

print name

MARK GRENTH CREASY

capacity Sole Director & Secretary

sign here



Date

25/10/2013