

Form 604

Corporations Act 2001

Section 671B

Notice of change of interests of substantial holder

To Company Name/Scheme Tietto Minerals Limited

ACN/ARSN ACN 143 493 118

1. Details of substantial holder (1)

Name Zhaojin Capital Limited, Zhaojin International Mining Co., Ltd, Zhaojin Capital (Hong Kong) Limited and their related bodies corporate

ACN (if applicable) N/A

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

This Form 604 is given by Zhaojin Capital (Hong Kong) Limited pursuant to section 671B(1)(c) of the *Corporations Act 2001* (Cth) (**Corporations Act**) as it is making a takeover bid for Tietto Minerals Limited

The previous notice was given to the company on 5/10/2022

The previous notice was dated 5/10/2022

2. Previous and present voting power

The total number of votes attached to all the voting shares in the company or voting interest 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)
Fully paid ordinary shares	78,282,819 fully paid ordinary shares	7.25% (based on 1,079,527,490 ordinary shares on issue)	79,204,311	7.02% (based on 1,127,690,451 ordinary shares on issue)

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
10/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 126,422	150,000 fully paid ordinary shares	150,000
11/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 164,620	200,000 fully paid ordinary shares	200,000
12/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 240,213	300,000 fully paid ordinary shares	300,000
13/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 147,251	180,000 fully paid ordinary shares	180,000
16/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 162,095	200,000 fully paid ordinary shares	200,000

17/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 198,727	250,000 fully paid ordinary shares	250,000
18/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 204,476	260,000 fully paid ordinary shares	260,000
19/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 117,819	150,000 fully paid ordinary shares	150,000
20/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 160,159	200,000 fully paid ordinary shares	200,000
23/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 119,935	150,000 fully paid ordinary shares	150,000
24/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 53,808	66,158 fully paid ordinary shares	66,158
25/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 118,283	150,000 fully paid ordinary shares	150,000
27/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 301,795	400,000 fully paid ordinary shares	400,000
30/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 110,156	150,000 fully paid ordinary shares	150,000
31/01/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 54,144	72,144 fully paid ordinary shares	72,144
1/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 147,396	200,000 fully paid ordinary shares	200,000
2/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 122,890	160,000 fully paid ordinary shares	160,000
3/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 181,458	240,000 fully paid ordinary shares	240,000
6/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 149,326	200,000 fully paid ordinary shares	200,000
7/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 126,962	170,000 fully paid ordinary shares	170,000

8/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 113,223	150,000 fully paid ordinary shares	150,000
9/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 180,646	244,708 fully paid ordinary shares	244,708
10/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 415,243	600,000 fully paid ordinary shares	600,000
13/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 134,880	200,000 fully paid ordinary shares	200,000
14/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 167,838	250,000 fully paid ordinary shares	250,000
15/02/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 95,182	143,258 fully paid ordinary shares	143,258
6/07/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 746,092	1,467,147 fully paid ordinary shares	1,467,147
7/07/2023	Zhaojin International Mining Co., Ltd	Sale of securities	A\$ 851,396	1,719,439 fully paid ordinary shares	1,719,439
21/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 225,817	629,893 fully paid ordinary shares	629,893
22/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 339,778	950,693 fully paid ordinary shares	950,693
25/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 257,462	720,777 fully paid ordinary shares	720,777
26/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 596,718	1,712,955 fully paid ordinary shares	1,712,955
27/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 420,785	1,235,682 fully paid ordinary shares	1,235,682
28/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 297,810	900,000 fully paid ordinary shares	900,000
29/09/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 252,900	750,000 fully paid ordinary shares	750,000

2/10/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 112,210	330,273 fully paid ordinary shares	330,273
3/10/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 255,361	779,727 fully paid ordinary shares	779,727
4/10/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 340,780	1,100,000 fully paid ordinary shares	1,100,000
5/10/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 92,849	299,512 fully paid ordinary shares	299,512
6/10/2023	Zhaojin Capital Limited	Purchase of securities	A\$ 38,599	124,834 fully paid ordinary shares	124,834

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
Zhaojin Capital Limited	Zhaojin Capital Limited	Zhaojin Capital Limited	Relevant interest under section 608(1)(a) of the Corporations Act	79,204,311 fully paid ordinary shares	79,204,311
Zhaojin International Mining Co., Ltd	Zhaojin Capital Limited	Zhaojin Capital Limited	Relevant interest under section 608(3)(a) of the Corporations Act as Zhaojin International Mining Co., Ltd has voting power of more than 20% in Zhaojin Capital Limited	79,204,311 fully paid ordinary shares	79,204,311
Zhaojin Capital (Hong Kong) Limited	Zhaojin Capital Limited	Zhaojin Capital Limited	Relevant interest under section 608(3)(a) of the Corporations Act as Zhaojin Capital (Hong Kong) Limited has voting power of more than 20% in Zhaojin Capital Limited	79,204,311 fully paid ordinary shares	79,204,311
Related bodies corporate of Zhaojin Capital Limited, Zhaojin International Mining Co., Ltd and Zhaojin Capital (Hong Kong) Limited	Zhaojin Capital Limited	Zhaojin Capital Limited	Relevant interest under section 608(1)(b)–(c) and/or section 608(3)(a)–(b) of the Corporations Act	79,204,311 fully paid ordinary shares	79,204,311

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 (if applicable)	Nature of association
Zhaojin Capital (Hong Kong) Limited	Zhaojin Capital (Hong Kong) Limited is controlled by a body corporate that controls Zhaojin International Mining Co. Ltd and Zhaojin Capital (Hong Kong) Limited and, as such, is an associate of each of them under section 12(2)(a)(iii) of the Corporations Act

6. Addresses

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

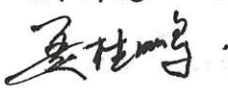
Name	Address
Zhaojin Capital Limited and Zhaojin Capital (Hong Kong) Limited	Room 4802, 48/F, COSCO Tower, 183 Queen's Road Central, Hong Kong
Zhaojin International Mining Co., Ltd	Room 909, China Youth Plaza, East 3 rd Ring Road North, Chaoyang, Beijing
Other related bodies corporate of Zhaojin Capital Limited, Zhaojin International Mining Co., Ltd, and Zhaojin Capital (Hong Kong) Limited	C/- Zhaojin Mining Industry Company Limited, No. 118 Wenquan Road, Zhaoyuan City, Shandong Province, China

Signature

print name

JIANG GUAPENG

sign here



capacity

DIRECTOR

date

30 October 2023

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 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.